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Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

RITE AID CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 23-18993 (MBK)

(Jointly Administered)

**DEBTORS' APPLICATION FOR ENTRY
OF AN ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE
DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF OCTOBER 15, 2023**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) file this application (this “Application”) for the entry of an order (the “Order”), substantially in the form attached hereto as **Exhibit A**, authorizing the Debtors to retain and employ

¹ The last four digits of Debtor Rite Aid Corporation’s tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor’s tax identification number may be obtained on the website of the Debtors’ claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation’s principal place of business and the Debtors’ service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective as of the Petition Date (as defined herein). In support of this Application, the Debtors submit the declaration of Joshua A. Sussberg, the president of Joshua A. Sussberg, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Sussberg Declaration”), which is attached hereto as **Exhibit B** and the declaration of Thomas J. Sabatino, the Executive Vice President and Chief Legal Officer of Rite Aid Corporation, which is attached hereto as **Exhibit C** (the “Sabatino Declaration”). In further support of this Application, the Debtors respectfully state as follows.

Jurisdiction and Venue

1. The United States Bankruptcy Court for the District of New Jersey (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2) and the Debtors confirm their consent to the entry of a final order by the Court in connection with this Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the District of New Jersey (the “Local Rules”).

Background

4. On October 15, 2023 (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of

the Bankruptcy Code. On October 17, 2023, the Court entered an order [Docket No. 122] authorizing procedural consolidation and joint administration of these Chapter 11 Cases pursuant to Bankruptcy Rule 1015(b). On November 2, 2023, the United States Trustee for the District of New Jersey (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Unsecured Creditors’ Committee”) [Docket No. 431] and an official committee of tort claimants (the “Tort Claimants’ Committee”) (together with the Unsecured Creditors’ Committee, collectively, the “Committees”) [Docket No. 432], each pursuant to section 1102 of the Bankruptcy Code.

5. A detailed description of the Debtors and their businesses, including the facts and circumstances giving rise to the Debtors’ chapter 11 cases, is set forth in the *Declaration of Jeffrey S. Stein in Support of Debtors’ Chapter 11 Petitions and First Day Motions* [Docket No. 20] (the “First Day Declaration”), incorporated herein by reference.

Relief Requested

6. By this Application, the Debtors seek entry of the Order authorizing the retention and employment of Kirkland as their attorneys in accordance with the terms and conditions set forth in that certain engagement letter between the Debtors and Kirkland effective as of May 3, 2023 (the “Engagement Letter”), a copy of which is attached hereto as **Exhibit 1** to the Order and incorporated herein by reference.

Kirkland’s Qualifications

7. The Debtors seek to retain Kirkland because of Kirkland’s recognized expertise and extensive experience and knowledge in the field of debtors’ protections, creditors’ rights, and business reorganizations under chapter 11 of the Bankruptcy Code.²

² The Debtors also seek to employ and retain Cole Schotz P.C. (“Cole Schotz”) as co-counsel with Kirkland in connection with these chapter 11 cases. Kirkland will coordinate with Cole Schotz regarding their respective

8. Kirkland has been actively involved in major chapter 11 cases and has represented debtors in many cases, including, among others: *In re Cyxtera Technologies, Inc.*, No. 23-14852 (JKS) (Bankr. D.N.J. Jul. 18, 2023), *In re Whittaker, Clark & Daniels, Inc.*, No. 23-13575 (MBK) (Bankr. D.N.J. June 26, 2023); *In re Bed Bath & Beyond Inc.*, No. 23-13359 (VFP) (Bankr. D.N.J. June 5, 2023); *In re David's Bridal, LLC*, No. 23-13131 (CMG) (Bankr. D.N.J. June 1, 2023); and *In re BlockFi Inc.*, No. 22-19361 (MBK) (Bankr. D.N.J. Feb. 1, 2023).³

9. In preparing for its representation of the Debtors in these chapter 11 cases, Kirkland has become familiar with the Debtors' businesses and many of the potential legal issues that may arise in the context of these chapter 11 cases. The Debtors believe that Kirkland is both well-qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and timely manner.

Services to be Provided

10. Subject to further order of the Court, and consistent with the Engagement Letter, the Debtors request the retention and employment of Kirkland to render the following legal services:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;
- b. advising and consulting on the conduct of these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;

responsibilities in these chapter 11 cases to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner.

³ Because of the voluminous nature of the orders cited in this Application, they are not attached to this Application. Copies of these orders are available upon request to Kirkland.

- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters.

Professional Compensation

11. Kirkland intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court. The hourly rates and corresponding rate structure Kirkland will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Kirkland uses in other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is

required. These rates and the rate structure reflect that such restructuring and other complex matters typically are national in scope and involve great complexity, high stakes, and severe time pressures.

12. Kirkland operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors.

13. Kirkland's current hourly rates for matters related to these chapter 11 cases range as follows:⁴

Billing Category⁵	U.S. Range
Partners	\$1,195-\$2,245
Of Counsel	\$820-\$2,125
Associates	\$685-\$1,395
Paraprofessionals	\$295-\$575

14. Kirkland's hourly rates are set at a level designed to compensate Kirkland fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions.⁶

⁴ For professionals and paraprofessionals residing outside of the U.S., hourly rates are billed in the applicable currency. When billing a U.S. entity, such foreign rates are converted into U.S. dollars at the then applicable conversion rate. After converting these foreign rates into U.S. dollars, it is possible that certain rates may exceed the billing rates listed in the chart herein. While the rate ranges provided for in this Application may change if an individual leaves or joins Kirkland, if any such individual's billing rate falls outside the ranges disclosed above, Kirkland does not intend to update the ranges for such circumstances.

⁵ Although Kirkland does not anticipate using contract attorneys during these chapter 11 cases, in the unlikely event that it becomes necessary to use contract attorneys, Kirkland will not charge a markup to the Debtors with respect to fees billed by such attorneys. Any contract attorneys or non-attorneys who are employed by the Debtors in connection with work performed by Kirkland will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code.

⁶ For example, like many of its peer law firms, Kirkland typically increases the hourly billing rate of attorneys and paraprofessionals twice a year in the form of: (i) step increases historically awarded in the ordinary course on the basis of advancing seniority and promotion and (ii) periodic increases within each attorney's and paraprofessional's current level of seniority. The step increases do not constitute "rate increases" (as the term is used in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013). As set forth in

15. Kirkland represented the Debtors during the five-month period before the Petition Date, using the hourly rates listed above and in the Sussberg Declaration. Moreover, these hourly rates are consistent with the rates that Kirkland charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.

16. The rate structure provided by Kirkland is appropriate and not significantly different from (a) the rates that Kirkland charges for other similar types of representations or (b) the rates that other comparable counsel would charge to do work substantially similar to the work Kirkland will perform in these chapter 11 cases.

17. It is Kirkland's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Kirkland's policy to charge its clients only the amount actually incurred by Kirkland in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging.

18. To ensure compliance with all applicable deadlines in these chapter 11 cases, from time-to-time, Kirkland utilizes the services of overtime secretaries. Kirkland charges fees for these services pursuant to the Engagement Letter, which permits Kirkland to bill the Debtors for overtime secretarial charges that arise out of business necessity. In addition, Kirkland professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

19. Kirkland currently charges the Debtors \$0.16 per page for standard duplication in its offices in the United States. Notwithstanding the foregoing and consistent with the Local

the Order, Kirkland will provide ten business-days' notice to the Debtors, the U.S. Trustee, and the Committees before implementing any periodic increases, and shall file any such notice with the Court.

Rules, Kirkland will charge no more than \$0.10 per page for standard duplication services in these chapter 11 cases. Kirkland does not charge its clients for incoming facsimile transmissions. Kirkland has negotiated a discounted rate for Westlaw computer-assisted legal research. Computer-assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

Compensation Received by Kirkland from the Debtors

20. Per the terms of the Engagement Letter, on May 3, 2023, the Debtors paid \$500,000 to Kirkland, which, as stated in the Engagement Letter, constituted a “special purpose retainer” (also known as an “advance payment retainer”) as defined in Rule 1.5(d) of the Illinois Rules of Professional Conduct and *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007). Subsequently, the Debtors paid to Kirkland additional special purpose retainer totaling approximately \$19,000,000 in the aggregate. As stated in the Engagement Letter, any special purpose retainer is earned by Kirkland upon receipt, any special purpose retainer becomes the property of Kirkland upon receipt, the Debtors no longer have a property interest in any special purpose retainer upon Kirkland’s receipt, any special purpose retainer will be placed in Kirkland’s general account and will not be held in a client trust account, and the Debtors will not earn any interest on any special purpose retainer.⁷

21. Pursuant to Bankruptcy Rule 2016(b), Kirkland has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other

⁷ The Engagement Letter provides that Kirkland may continue to hold any remaining prepetition special purpose retainer during the pendency of a chapter 11 case rather than applying such special purpose retainer to postpetition fees and expenses. Kirkland evaluates whether to retain any remaining prepetition special purpose retainer on a case-by-case basis. In this particular case, Kirkland has elected not to hold any remaining prepetition special purpose retainer but, instead, will apply any remaining special purpose retainer to postpetition fees and expenses as such fees and expenses are allowed by the Court.

than with the partners, associates, and contract attorneys associated with Kirkland or (b) any compensation another person or party has received or may receive.

22. As of the Petition Date, the Debtors did not owe Kirkland any amounts for legal services rendered before the Petition Date. Although certain expenses and fees may have been incurred but not yet applied to Kirkland's special purpose retainer, the amount of Kirkland's special purpose retainer always exceeded any amounts listed or to be listed on statements describing services rendered and expenses incurred (on a "rates times hours" and "dates of expenses incurred" basis) prior to the Petition Date.

Kirkland's Disinterestedness

23. To the best of the Debtors' knowledge and as disclosed herein and in the Sussberg Declaration, (a) Kirkland is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Sussberg Declaration.

24. Kirkland will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Kirkland will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

Supporting Authority

25. The Debtors seek retention of Kirkland as their attorneys pursuant to section 327(a) of the Bankruptcy Code, which provides that a debtor, subject to Court approval:

[M]ay employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor] in carrying out the [debtor]'s duties under this title.

11 U.S.C. § 327(a).

26. Bankruptcy Rule 2014(a) requires that an application for retention include:

[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant's knowledge, all of the [firm's] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014.

27. The Debtors submit that for all the reasons stated above and in the Sussberg Declaration, the retention and employment of Kirkland as counsel to the Debtors is warranted. Further, as stated in the Sussberg Declaration, Kirkland is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Sussberg Declaration.

No Prior Request

28. No prior request for the relief sought in this Application has been made to this or any other court.

Notice

29. The Debtors will provide notice of this Application to the following parties and/or their respective counsel, as applicable: (a) the U.S. Trustee; (b) counsel to the Unsecured

Creditors' Committee; (c) counsel to the Tort Claimants' Committee; (d) the agents under the Prepetition Credit Facilities and counsel thereto; (e) the DIP Agents and counsel thereto; (f) Paul, Weiss, Rifkind, Wharton & Garrison LLP and Fox Rothschild LLP, as counsel to the Ad Hoc Secured Noteholder Group; (g) the indenture trustees for the Senior Secured Notes; (h) the indenture trustee for the Senior Unsecured Notes; (i) Akin Gump Strauss Hauer & Feld LLP as proposed counsel to the Tort Claimants' Committee; (j) Kramer Levin Naftalis & Frankel LLP as proposed counsel to the Unsecured Creditors' Committee; (k) the United States Attorney's Office for the District of New Jersey; (l) the Internal Revenue Service; (m) the U.S. Securities and Exchange Commission; (n) the attorneys general in the states where the Debtors conduct their business operations; and (o) any party that has requested notice pursuant to Bankruptcy Rule 2002. A copy of this Application is also available on the website of the Debtors' notice and claims agent at <https://restructuring.ra.kroll.com/RiteAid>. In light of the nature of the relief requested, the Debtors submit that no other or further notice is required.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, the Debtors respectfully request that the Court enter the Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and granting such other relief as is just and proper.

Dated: November 22, 2023
Trenton, New Jersey

/s/ Jeffrey S. Stein
Jeffrey S. Stein
Rite Aid Corporation
Chief Executive Officer and Chief
Restructuring Officer

EXHIBIT A

Proposed Order

Caption in Compliance with D.N.J. LBR 9004-1(b)

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
In re: RITE AID CORPORATION, <i>et al.</i> , Debtors. ¹	Chapter 11 Case No. 23-18993 (MBK) (Jointly Administered)

**ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE
DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF OCTOBER 15, 2023**

The relief set forth on the following pages, numbered three (3) through eight (8), is
ORDERED.

¹ The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

Caption in Compliance with D.N.J. LBR 9004-1(b)

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Proposed Co-Counsel for Debtors and Debtors in Possession

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Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

Caption of Order: Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of October 15, 2023

Upon the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of October 15, 2023* (the “Application”)¹ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order (the “Order”) authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the District of New Jersey (the “Local Rules”); and the Court having reviewed the Application, the Declaration of Joshua A. Sussberg, the president of Joshua A. Sussberg, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Sussberg Declaration”), and the declaration of Thomas J. Sabatino, the Executive Vice President and Chief Legal Officer of Rite Aid Corporation (the “Sabatino Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and

¹ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

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Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

Caption of Order: Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of October 15, 2023

the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Sussberg Declaration that (a) Kirkland does not hold or represent an interest adverse to the Debtors' estates and (b) Kirkland is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors' estates; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statements in support of the Application at a hearing held before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Application is **GRANTED** to the extent set forth herein.
2. The Debtors are authorized to retain and employ Kirkland as their attorneys effective as of the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as **Exhibit 1**.
3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland will render the following legal services:

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Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

Caption of Order: Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of October 15, 2023

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;
- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters.

4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in

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Debtors: RITE AID CORPORATION, *et al.*

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Caption of Order: Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of October 15, 2023

compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013*, both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

5. Notwithstanding anything in the Application, Declaration, or Engagement Letter to the contrary, Kirkland shall apply any remaining amounts of its prepetition special purpose retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Kirkland. Kirkland is authorized without further order of the Court to reserve and apply amounts from the prepetition special purpose retainer that would otherwise be applied toward payment of postpetition fees and expenses as are necessary and appropriate to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practices.

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that

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Debtors: RITE AID CORPORATION, *et al.*
Case No. 23-18993 (MBK)
Caption of Order: Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of October 15, 2023

relates to the legal services provided under the Engagement Letter and fees for defending any objection to Kirkland's fee applications under the Bankruptcy Code are not approved pending further order of the Court.

7. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

8. Kirkland shall provide ten business-days' notice to the Debtors, the U.S. Trustee, and the Committees before any increases in the rates set forth in the Application or the Engagement Letter are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

9. No agreement or understanding exists between Kirkland and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with these chapter 11 cases, nor shall Kirkland share or agree to share compensation received for services rendered in connection with these chapter 11 cases with any other person other than as permitted by Bankruptcy Code section 504.

10. In order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Kirkland shall coordinate with Cole Schotz and any

(Page | 8)

Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

Caption of Order: Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of October 15, 2023

additional firms the Debtors retain regarding their respective responsibilities in these chapter 11 cases.

11. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

12. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

13. To the extent the Application, the Sussberg Declaration, the Sabatino Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

14. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived.

15. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

16. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

EXHIBIT 1

Engagement Letter

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

Joshua A. Sussberg, P.C.
To Call Writer Directly:
+1 212 446 4829
joshua.sussberg@kirkland.com

601 Lexington Avenue
New York, NY 10022
United States

+1 212 446 4800

www.kirkland.com

Facsimile:
+1 212 446 4900

May 3, 2023

Christin Bassett
General Counsel
Rite Aid Corporation
1200 Intrepid Avenue, 2nd Floor
Philadelphia, PA 19112

Re: Retention to Provide Legal Services

Dear Ms. Bassett:

We are very pleased that you have asked us to represent Rite Aid Corporation and its wholly-owned subsidiaries (collectively, “Client”) in connection with a potential restructuring. Please note, the Firm’s representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This retention letter (this “Agreement”) sets forth the terms of Client’s retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the “Firm”)) to provide legal services and constitutes an agreement between the Firm and Client (the “Parties”). This Agreement (notwithstanding any guidelines for outside counsel that Client may provide to the Firm) sets forth the Parties’ entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the “Engagement”), except where the Parties otherwise agree in writing.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates and in tenth of an hour increments (or in other time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm’s billing rates from time to time in the ordinary course of the Firm’s representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client’s planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in the Firm’s statements as disbursements advanced by the Firm on Client’s behalf. Such expenses include

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photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges, deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client agrees to provide to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein), in the amount of \$500,000. In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

Please be advised that there is another type of retainer known as a "security retainer," as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then

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returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client's funds would be held in the Firm's segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client's creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client's choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client's termination of the Engagement, (b) the Firm's withdrawal, and (c) the substantial completion of the Firm's substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm's services are terminated for any reason, such termination shall be effective only to terminate the Firm's services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm's active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client's behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client's professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm's attorneys sometimes communicate with their clients and their clients' professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. Although we will return your records (i.e., your client file) to you at any time upon your written request, you agree that your client file will not include our Firm's internal files

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including administrative materials, internal communications, and drafts. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "Privileges") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "Transaction")). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("Firm Materials"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

Data Protection. You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at www.kirkland.com. We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.

Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm or one of Client's adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an "Allowed

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Adverse Representation”). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations, financings, and commercial agreements); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm’s representation of Client or any of Client’s affiliates in any past, present, or future matter or (ii) the Firm’s actual or possible possession of confidential information belonging to Client or any of Client’s affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client’s affiliates. Client also agrees that the Firm’s representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or assert that either (a) the Firm’s representation of Client or any of Client’s affiliates in any past, present, or future matter or (b) the Firm’s actual or possible possession of confidential information belonging to Client or any of Client’s affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm’s potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff (“attorney investment entities”) have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client’s debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a “Passive Holding”). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm’s

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exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Insurance. As required under California Business and Professions Code § 6148, Client is hereby advised that the Firm maintains errors and omissions insurance coverage that will be applicable to the services to be rendered by the Firm on Client's behalf as described in this Agreement.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without

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limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Miscellaneous. This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own

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independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

* * *


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Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.

Very truly yours,

KIRKLAND & ELLIS LLP

By: 

Printed Name: Joshua A. Sussberg, P.C.
Title: Partner

Agreed and accepted this 3rd day of May, 2023

RITE AID CORPORATION, on behalf of itself
and its subsidiaries

Christin Bassett

By: _____

Name: Christin Bassett

Title: GVP, Deputy General Counsel

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KIRKLAND & ELLIS LLP

CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES

Effective 01/01/2023

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
 - ▶ Black and White Copy or Print (all sizes of paper):
 - \$0.16 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - RMB1.00 per impression in Beijing and Shanghai
 - ▶ Color Copy or Print (all sizes of paper):
 - \$0.55 per impression
 - ▶ Scanned Images:
 - \$0.16 per page for black and white or color scans
 - ▶ Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$13/\$27
 - Tabs - \$0.13 per item
 - OCR/File Conversion - \$0.03 per page
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

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- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls, conference calls, videoconferences, or faxes made from K&E LLP's offices.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third-party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.

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- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$6.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$6.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Tax Filings:** Clients will be charged a fixed fee for certain tax filings. Our standard charge is \$400 per Form 8832 election; \$250 per Form 83(b) election for the first 20 forms, \$100 per form for any additional forms; \$1,000 each for Form SS-4 (Foreign); \$100 each for Form SS-4 (Domestic); and \$75 for each FIRPTA certificate.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

EXHIBIT B

Sussberg Declaration

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
Edward O. Sassower, P.C.
Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Ross J. Fiedler (admitted *pro hac vice*)
Zachary R. Manning (admitted *pro hac vice*)
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COLE SCHOTZ P.C.
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Seth Van Aalten, Esq. (admitted *pro hac vice*)
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Telephone: (201) 489-3000
msirota@coleschotz.com
wusatine@coleschotz.com
fyudkin@coleschotz.com
svanaalten@coleschotz.com

*Proposed Co-Counsel to the Debtors and
Debtors in Possession*

*Proposed Co-Counsel to the Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

RITE AID CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 23-18993 (MBK)

(Jointly Administered)

**DECLARATION OF JOSHUA A. SUSSBERG
IN SUPPORT OF THE DEBTORS' APPLICATION
FOR ENTRY OF AN ORDER AUTHORIZING THE
RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE
DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF OCTOBER 15, 2023**

I, Joshua A. Sussberg, being duly sworn, state the following under penalty of perjury:

1. I am the president of Joshua A. Sussberg, P.C., a partner of the law firm of Kirkland & Ellis LLP, located at 601 Lexington Avenue, New York, New York 10022, and a

¹ The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, collectively, “Kirkland”). I am one of the lead attorneys from Kirkland working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in the United States Court of Appeals for the Second Circuit and the United States District Court for the Southern District of New York. There are no disciplinary proceedings pending against me.

2. I submit this declaration (the “Declaration”) in support of the Debtors’ *Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of October 15, 2023* (the “Application”).² Except as otherwise noted, I have personal knowledge of the matters set forth herein.

Kirkland’s Qualifications

4. The Debtors seek to retain Kirkland because of Kirkland’s recognized expertise and extensive experience and knowledge in the field of debtors’ protections, creditors’ rights, and business reorganizations under chapter 11 of the Bankruptcy Code.

5. Kirkland has been actively involved in major chapter 11 cases and has represented debtors in many cases, including, among others: *In re Cyxtera Technologies, Inc.*, No. 23-14853 (JKS) (Bankr. D.N.J. July 18, 2023) *In re Whittaker, Clark & Daniels, Inc.*, No. 23-13575 (MBK) (Bankr. D.N.J. June 26, 2023); *In re Bed Bath & Beyond Inc.*, No. 23-13359 (VFP) (Bankr. D.N.J. June 5, 2023); *In re David’s Bridal, LLC*, No. 23-13131 (CMG) (Bankr. D.N.J. June 1, 2023); and *In re BlockFi Inc.*, No. 22-19361 (MBK) (Bankr. D.N.J. Feb. 1, 2023).³

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

³ Because of the voluminous nature of the orders cited in this Declaration, they are not attached to this Declaration. Copies of these orders are available upon request to Kirkland.

6. In preparing for its representation of the Debtors in these chapter 11 cases, Kirkland has become familiar with the Debtors' business and many of the potential legal issues that may arise in the context of these chapter 11 cases. I believe that Kirkland is both well-qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and timely manner.

Services to Be Provided

7. Subject to further order of the Court and that certain engagement letter dated May 3, 2023 (the "Engagement Letter"), a copy of which is attached as **Exhibit 1** to the Order, the Debtors retained Kirkland to render, without limitation, the following legal services:

- a. advising the Debtors with respect to their powers and duties as debtor in possession in the continued management and operation of their businesses and properties;
- b. advising and consulting on the conduct of these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;

- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters; and
- l. responding to creditor and party-in-interest inquiries directed to Kirkland.

8. By separate application, the Debtors have also asked the Court to approve the retention of Cole Schotz P.C. ("Cole Schotz") as bankruptcy co-counsel to the Debtors. In order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Kirkland will coordinate with Cole Schotz and any other firms the Debtors retain regarding their respective responsibilities in these chapter 11 cases.

9. Cole Schotz is primarily responsible for the following:

- a. providing the Debtors with advice, based on their extensive experience practicing in the District of New Jersey, regarding the Debtors' rights, powers, and duties as debtors in possession in continuing to operate and manage their assets and business;
- b. providing legal advice and services regarding local rules, practices and procedures including Third Circuit law;
- c. providing certain services in connection with the administration of the chapter 11 cases including, without limitation, preparing agendas, hearing notices, and hearing binders of documents and pleadings;
- d. reviewing and commenting on proposed drafts of pleadings to be filed with the Court;
- e. appearing in Court and at any meeting with the United States Trustee for the District of New Jersey (the "U.S. Trustee") and any meeting of creditors;

- f. providing legal advice and services on any matter on which Kirkland may have a conflict or as needed based on specialization;
- g. performing all other legal services for and on behalf of the Debtors which may be necessary or appropriate in the administration of their chapter 11 cases and fulfillment of their duties as debtors in possession; and
- h. responding to creditor and party-in-interest inquiries directed to Cole Schotz.

Professional Compensation

10. Kirkland intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court. The hourly rates and corresponding rate structure Kirkland will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Kirkland uses in other debtor representations and are comparable to the hourly rates and corresponding rate structure that Kirkland uses for complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect that such restructuring and other complex matters typically are national in scope and involve great complexity, high stakes, and severe time pressures.

11. Kirkland operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors.

12. Kirkland's current hourly rates for matters related to these chapter 11 cases range as follows:⁴

⁴ For professionals and paraprofessionals residing outside of the U.S., hourly rates are billed in the applicable currency. When billing a U.S. entity, such foreign rates are converted into U.S. dollars at the then applicable

Billing Category⁵	U.S. Range
Partners	\$1,195-\$2,245
Of Counsel	\$820-\$2,125
Associates	\$685-\$1,395
Paraprofessionals	\$295-\$575

13. Kirkland's hourly rates are set at a level designed to compensate Kirkland fairly for the work of its attorneys and paralegals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions.⁶

14. It is Kirkland's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Kirkland's policy to charge its clients only the amount actually incurred by Kirkland in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging.

conversion rate. After converting these foreign rates into U.S. dollars, it is possible that certain rates may exceed the billing rates listed in the chart herein. While the rate ranges provided for in this Application may change if an individual leaves or joins Kirkland, and if any such individual's billing rate falls outside the ranges disclosed above, Kirkland does not intend to update the ranges for such circumstances.

⁵ Although Kirkland does not anticipate using contract attorneys during these chapter 11 cases, in the unlikely event that it becomes necessary to use contract attorneys, Kirkland will not charge a markup to the Debtors with respect to fees billed by such attorneys. Moreover, any contract attorneys or non-attorneys who are employed by the Debtors in connection with work performed by Kirkland will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code.

⁶ For example, like many of its peer law firms, Kirkland typically increases the hourly billing rate of attorneys and paraprofessionals twice a year in the form of: (i) step increases historically awarded in the ordinary course on the basis of advancing seniority and promotion and (ii) periodic increases within each attorney's and paraprofessional's current level of seniority. The step increases do not constitute "rate increases" (as the term is used in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013). As set forth in the Order, Kirkland will provide ten business days' notice to the Debtors, the U.S. Trustee, and the Committees, before implementing any periodic increases, and shall file such notice with the Court.

15. To ensure compliance with all applicable deadlines in these chapter 11 cases, Kirkland utilizes the services of overtime secretaries. Kirkland charges fees for these services pursuant to the Engagement Letter between Kirkland and the Debtors, which permits Kirkland to bill the Debtors for overtime secretarial charges that arise out of business necessity. In addition, Kirkland professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

16. Kirkland currently charges the Debtors \$0.16 per page for standard duplication in its offices in the United States. Notwithstanding the foregoing and consistent with the Local Rules, Kirkland will charge no more than \$0.10 per page for standard duplication services in these chapter 11 cases. Kirkland does not charge its clients for incoming facsimile transmissions. Kirkland has negotiated a discounted rate for Westlaw computer-assisted legal research. Computer-assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

Compensation Received by Kirkland from the Debtors

17. Per the terms of the Engagement Letter, on May 3, 2023, the Debtors paid \$500,000 to Kirkland, which, as stated in the Engagement Letter, constituted a “special purpose retainer” (also known as an “advance payment retainer”) as defined in Rule 1.5(d) of the Illinois Rules of Professional Conduct and *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007). Subsequently, the Debtors paid to Kirkland additional special purpose retainer totaling approximately \$19,000,000 in the aggregate. As stated in the Engagement Letter, any special purpose retainer is earned by Kirkland upon receipt, any special purpose retainer becomes the property of Kirkland upon receipt, the Debtors no longer have a property interest in any special

purpose retainer upon Kirkland's receipt, any special purpose retainer will be placed in Kirkland's general account and will not be held in a client trust account, and the Debtors will not earn any interest on any special purpose retainer.⁷

18. As of the Petition Date, the Debtors did not owe Kirkland any amounts for legal services rendered before the Petition Date. Although certain expenses and fees may have been incurred, but not yet applied to Kirkland's special purpose retainer, Kirkland's total special purpose retainer always exceeded any amounts listed or to be listed on statements describing services rendered and expenses incurred (on a "rates times hours" and "dates of expenses incurred" basis) prior to the Petition Date.

19. Pursuant to Bankruptcy Rule 2016(b), Kirkland has not shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with Kirkland or (b) any compensation another person or party has received or may receive.

Statement Regarding U.S. Trustee Guidelines

20. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications*

⁷ The Engagement Letter provides that Kirkland may continue to hold any remaining prepetition special purpose retainer during the pendency of a chapter 11 case rather than applying such special purpose retainer to postpetition fees and expenses. Kirkland evaluates whether to retain any remaining prepetition special purpose retainer on a case-by-case basis. In this particular case, Kirkland has elected not to hold any remaining prepetition special purpose retainer but, instead, will apply any remaining special purpose retainer to postpetition fees and expenses as such fees and expenses are allowed by the Court.

for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective As of November 1, 2013 (the “Revised UST Guidelines”), both in connection with this Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

Attorney Statement Pursuant to Revised UST Guidelines

21. The following is provided in response to the request for additional information set forth in Paragraph D.1. of the Revised UST Guidelines:

- a. **Question:** Did Kirkland agree to any variations from, or alternatives to, Kirkland’s standard billing arrangements for this engagement?

Answer: No. Kirkland and the Debtors have not agreed to any variations from, or alternatives to, Kirkland’s standard billing arrangements for this engagement. The rate structure provided by Kirkland is appropriate and is not significantly different from (a) the rates that Kirkland charges for other non-bankruptcy representations or (b) the rates of other comparably skilled professionals.

- b. **Question:** Do any of the Kirkland professionals in this engagement vary their rate based on the geographic location of the Debtors’ chapter 11 cases?

Answer: No. The hourly rates used by Kirkland in representing the Debtors are consistent with the rates that Kirkland charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.

- c. **Question:** If Kirkland has represented the Debtors in the 12 months prepetition, disclose Kirkland’s billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If Kirkland’s billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Answer: Kirkland's current hourly rates for services rendered on behalf of the Debtors range as follows: ⁸

Billing Category	U.S. Range
Partners	\$1,195-\$2,245
Of Counsel	\$820-\$2,125
Associates	\$685-\$1,395
Paraprofessionals	\$295-\$575

- d. **Question:** Have the Debtors approved Kirkland's budget and staffing plan, and, if so, for what budget period?

Answer: Yes. More specifically, pursuant to the Interim DIP Order,⁹ the Debtors must furnish biweekly budget and variance reports, which include detail regarding the fees and expenses incurred in these chapter 11 cases by professionals proposed to be retained by the Debtors.

Kirkland's Disinterestedness

22. In connection with its proposed retention by the Debtors in these chapter 11 cases, Kirkland undertook to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors. Specifically, Kirkland obtained from the Debtors and their representatives the names of individuals and entities that may be parties in interest in these chapter 11 cases (the "Potential Parties in Interest") and such parties are listed on **Schedule 1** hereto. Kirkland has searched its electronic database for its connections to the entities listed on **Schedule 1** hereto. In addition, after Kirkland identified all client connections with the parties in interest over a specified time period, Kirkland circulated a survey email to all Kirkland attorneys who billed 10 or more hours

⁸ While the rate ranges provided for in this Application may change if an individual leaves or joins Kirkland, and if any such individual's billing rate falls outside the ranges disclosed above, Kirkland does not intend to update the ranges for such circumstances.

⁹ "Interim DIP Order" means the *Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief* [Docket No. 120].

to such clients during the prior six years. Further, beyond the individual emails, Kirkland sent a daily report of new matters firm wide. All Kirkland attorneys are responsible for reviewing the daily report of new matters and raising any potential concerns with respect to new representations. Additionally, to the extent that I have been able to ascertain that Kirkland has been retained within the last three years to represent any of the Potential Parties in Interest (or their affiliates, as the case may be) in matters unrelated to these cases, such facts are disclosed on **Schedule 2** attached hereto.

23. Kirkland and certain of its partners and associates may have in the past represented, may currently represent, and likely in the future will represent, entities that may be parties in interest in these chapter 11 cases in connection with matters unrelated (except as otherwise disclosed herein) to the Debtors and these chapter 11 cases. Kirkland has searched its electronic database for its connections to the entities listed on **Schedule 1** attached hereto. The information listed on **Schedule 1** may have changed without our knowledge and may change during the pendency of these chapter 11 cases. Accordingly, Kirkland will update this Declaration as necessary and when Kirkland becomes aware of additional material information. The following is a list of the categories that Kirkland has searched:¹⁰

<u>Schedule</u>	<u>Category</u>
1(a)	Debtor Affiliates
1(b)	Directors & Officers
1(c)	Known Joint Venture Affiliates
1(d)	Bankruptcy Judges & Staff
1(e)	Bankruptcy Professionals
1(f)	Banks & Lien Parties
1(g)	Customers

¹⁰ Kirkland's inclusion of parties in the following Schedules is solely to illustrate Kirkland's conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors of the nature described in the schedules.

- 1(h) Insurance
- 1(i) Landlords
- 1(j) Litigation Parties
- 1(k) Notice of Appearance
- 1(l) Official Committee of Tort Claimants
- 1(m) Ordinary Course Professionals
- 1(n) Potential Participants in Sale Process
- 1(o) Significant Competitors
- 1(p) Surety & Letters of Credit
- 1(q) Taxing Authorities & Governmental Agencies
- 1(r) Top 50 Creditors
- 1(s) U.S. Trustee Office
- 1(t) UCC Members
- 1(u) Unions
- 1(v) Utilities
- 1(w) Vendors

24. To the best of my knowledge, (a) Kirkland is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in this Declaration.

25. Listed on Schedule 2 to this Declaration are the results of Kirkland’s conflicts searches of the above-listed entities.¹¹ For the avoidance of doubt, Kirkland will not commence a cause of action in these chapter 11 cases against the entities listed on Schedule 2 that are current clients of Kirkland (including entities listed below under the “Specific Disclosures”

¹¹ As referenced in Schedule 2, the term “current client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was posted in the 12 months preceding the Petition Date. As referenced in Schedule 2, the term “former client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was posted between 12 and 36 months preceding the Petition Date. As referenced in Schedule 2, the term “closed client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was posted in the 36 months preceding the Petition Date, but for which the client representation has been closed. Whether an actual client relationship exists can only be determined by reference to the documents governing Kirkland’s representation rather than its potential listing in Kirkland’s conflicts search system. The list generated from Kirkland’s conflicts search system is over-inclusive. As a general matter, Kirkland discloses connections with “former clients” or “closed clients” for whom time was posted in the last 36 months but does not disclose connections if time was billed more than 36 months before the Petition Date.

section of this Declaration) unless Kirkland has an applicable waiver on file or first receives a waiver from such entity allowing Kirkland to commence such an action. To the extent that a waiver does not exist or is not obtained from such entity and it is necessary for the Debtors to commence an action against that entity, the Debtors will be represented in such particular matter by conflicts counsel.

26. Of the entities listed on **Schedule 2**, only one, Allergan plc (together with its affiliates and subsidiaries, “Allergan”) represented more than one percent of Kirkland’s fee receipts for the twelve-month period ending on October 31, 2023. Allergan and certain of its subsidiaries are vendors to the Debtors and, as detailed further below, are litigation co-parties in ongoing litigation with the Debtors. The Kirkland attorneys working on such matters on behalf of Allergan are screened from any matters related to these chapter 11 cases and will not perform any work in connection to these chapter 11 cases. I do not believe that any current or former representation of Allergan precludes it from meeting the disinterestedness standard under the Bankruptcy Code.

27. Kirkland’s conflicts search of the entities listed on **Schedules 1(a) – 1(w)** (that Kirkland was able to locate using its reasonable efforts) reveals, to the best of my knowledge, that those Kirkland attorneys and paraprofessionals who previously worked at other law firms that represented such entities in these chapter 11 cases have not worked on matters relating to the Debtors’ restructuring efforts while at Kirkland.

28. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither I, Kirkland, nor any partner or associate thereof, insofar as I have been able to ascertain, have any connection with the Debtors, their creditors, or any other parties in interest, their respective attorneys and accountants, the United States Trustee for the District of

New Jersey (the “U.S. Trustee”), any person employed by the U.S. Trustee, or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the District of New Jersey, except as disclosed or otherwise described herein.

29. Kirkland will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Kirkland will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

30. Generally, it is Kirkland’s policy to disclose entities in the capacity that they first appear in a conflicts search. For example, if an entity already has been disclosed in this Declaration in one capacity (*e.g.*, a customer), and the entity appears in a subsequent conflicts search in a different capacity (*e.g.*, a vendor), Kirkland does not disclose the same entity again in supplemental declarations, unless the circumstances are such in the latter capacity that additional disclosure is required.

31. From time to time, certain former partners of Kirkland are entitled to compensation for a limited period of time following their departure from the firm.

32. From time to time, Kirkland has referred work to other professionals to be retained in these chapter 11 cases. Likewise, certain such professionals have referred work to Kirkland.

33. Certain insurance companies pay the legal bills of Kirkland clients. Some of these insurance companies may be involved in these chapter 11 cases. None of these insurance companies, however, are Kirkland clients as a result of the fact that they pay legal fees on behalf of Kirkland clients.

Specific Disclosures

34. As specifically set forth below and in the attached exhibits, Kirkland represents certain of the Debtors' creditors, equity security holders, or other entities that may be parties in interest in ongoing matters unrelated to the Debtors and these chapter 11 cases. None of the representations described herein are materially adverse to the interests of the Debtors' estates. Moreover, pursuant to section 327(c) of the Bankruptcy Code, Kirkland is not disqualified from acting as the Debtors' counsel merely because it represents certain of the Debtors' creditors, equity security holders, or other entities that may be parties in interest in matters unrelated to these chapter 11 cases.

A. Connections to Officers and Directors.

35. As disclosed below and on **Schedule 2**, Kirkland currently represents, and in the past has represented, certain affiliates, subsidiaries and entities associated with the Debtors' current and recent former officers and directors. I do not believe that Kirkland's current or prior representation of the affiliates, subsidiaries, and entities associated with certain officers and directors precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

36. Bari Harlam, a member of the board of directors of Debtor Rite Aid Corporation, currently serves, has served, or may serve from time to time, in various management and/or director capacities of certain Kirkland clients or affiliates thereof. I do not believe that Kirkland's current or prior representation of clients for which Bari Harlam serves or served in a management or director capacity precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

37. Jeffrey Stein, the Chief Executive Officer and Chief Restructuring Officer of Debtor Rite Aid Corporation, and Thomas J. Sabatino, Executive Vice President and Chief Legal Officer of Debtor Rite Aid Corporation, currently serve, have served, or may serve from time to time, in various management and/or director capacities of certain Kirkland clients or affiliates thereof. I do not believe that Kirkland's current or prior representation of clients for which Jeffrey Stein and Thomas J. Sabatino serve or served in a management or director capacity precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

38. Paul Keglevic, Roger Meltzer, Stefan Selig, Carrie Teffner, and Steven Panagos, all current disinterested directors of certain of the Debtors currently serve, have served, or may serve from time to time, in various management and/or director capacities of certain Kirkland clients or affiliates thereof. I do not believe that Kirkland's current or prior representation of clients for which Paul Keglevic, Roger Meltzer, Stefan Selig, Carrie Teffner, and Steven Panagos serve or served in management and/or director capacities precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

B. Connections to Other Entities.

39. As disclosed on **Schedule 2**, Kirkland currently represents, and in the past has represented Blue Cross Blue Shield Association and certain of its affiliates and subsidiaries ("**BCBS**") on a variety of matters, including certain antitrust litigation in which Debtor Rite Aid was a plaintiff. BCBS is also a member of the Tort Claimants' Committee. The Kirkland attorneys working on such antitrust matter on behalf of BCBS are screened from any matters related to these chapter 11 cases. Kirkland will not represent BCBS in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe

that Kirkland's representation of BCBS precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

40. As disclosed on Schedule 2, certain potential parties in interest in these chapter 11 cases are current or former Kirkland restructuring clients, including Aeero Technologies LLC, an affiliate of 3M Company and a top 200 vendor in these chapter 11 cases, and/or certain of its subsidiaries and affiliates (together with any other current or former Kirkland restructuring client disclosed on Schedule 2, the "Restructuring Clients"). Kirkland's current and prior representations of the Restructuring Clients are unrelated to the Debtors' chapter 11 cases. Kirkland will not represent the Debtors in any matter related to the Restructuring Clients' restructuring matters. Similarly, Kirkland will not represent the Restructuring Clients in any matter related to the Debtors in these chapter 11 cases. I do not believe that Kirkland's current or former representation of the Restructuring Clients precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

41. As disclosed on Schedule 2, Kirkland currently represents, and in the past has represented certain of the Debtors' litigation parties, including Allergan and GlaxoSmithKline LLC, and/or certain of their respective subsidiaries and affiliates (collectively, the "Litigation Parties") on a variety of matters. I do not believe that Kirkland's representation of the Litigation Parties precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

42. As disclosed on Schedule 2, Kirkland currently represents, and in the past has represented, certain of the Debtors' vendors and contract counterparties and/or various of their respective subsidiaries and affiliates (collectively, the "Vendors") on a variety of matters. Kirkland's current and prior representations of the Vendors have been in matters unrelated to the

Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, the Vendors in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current or prior representations of the Vendors preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

43. As disclosed on Schedule 2, Kirkland currently represents, and in the past has represented, certain of the Debtors' insurance providers and/or various of their respective subsidiaries and affiliates (collectively, the "Insurance Providers") on a variety of matters. Kirkland's current and prior representations of the Insurance Providers have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, the Insurance Providers in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current or prior representations of the Insurance Providers preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

44. As disclosed on Schedule 2, Kirkland currently represents, and in the past has represented, certain of the Debtors' landlords and lease counterparties and/or various of their respective subsidiaries and affiliates (collectively, the "Landlords") on a variety of matters. Kirkland's current and prior representations of the Landlords have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, the Landlords in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current or prior representations of the Landlords preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

45. As disclosed on Schedule 2, Kirkland currently represents, and in the past has represented, certain of the Debtors' government and taxing authorities (collectively, the "Taxing Authorities") on a variety of matters. Kirkland's current and prior representations of the Taxing Authorities have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, the Taxing Authorities in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current or prior representations of the Taxing Authorities preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

46. As disclosed on Schedule 2, Kirkland currently represents, and in the past has represented, certain of the Debtors' utility providers and/or various of their respective subsidiaries and affiliates (collectively, the "Utility Providers") on a variety of matters. Kirkland's current and prior representations of the Utility Providers have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, the Utility Providers in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current or prior representations of the Utility Providers preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

47. As disclosed in Schedule 2, Kirkland currently represents, and has represented, Bank of America, N.A. and certain of its affiliates and subsidiaries ("Bank of America") in a variety of matters. Bank of America, N.A., is the administrative agent and collateral agent under a certain ABL credit agreement by and between certain Debtors and Bank of America, N.A. dated as of December 20, 2018. All of Kirkland's current and prior representations of Bank of America have been unrelated to the Debtors and these chapter 11 cases. Kirkland has not

represented, and will not represent, Bank of America in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current or prior representations of Bank of America precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

48. As disclosed in **Schedule 2**, Kirkland currently represents, and has represented, Bank of New York Mellon Trust Company, N.A, and certain of its affiliates and subsidiaries ("**BNY Mellon**") in a variety of matters. Bank of New York Mellon Trust Company, N.A., is the trustee and as notes collateral agent under certain secured note agreements between certain Debtors and the guarantors party thereto, dated as of February 5, 2020 and July 27, 2020, respectively. All of Kirkland's current and prior representations of BNY Mellon have been unrelated to the Debtors and these chapter 11 cases. Kirkland has not represented, and will not represent, BNY Mellon in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current or prior representations of BNY Mellon precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

49. As disclosed in **Schedule 2**, Kirkland currently represents, and has represented Aon plc, and certain of its affiliates and subsidiaries ("**Aon**") in a variety of matters. Aon is a vendor and insurance provider for the Debtors. All of Kirkland's current and prior representations of Aon have been unrelated to the Debtors and these chapter 11 cases. Kirkland has not represented, and will not represent, Aon in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current or prior representations of Aon precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

50. As disclosed in **Schedule 2**, Kirkland currently represents, and in the past has represented JPMorgan Chase & Co., and/or various of its subsidiaries and affiliates (“**JPM**”) on a variety of matters. The Debtors hold bank accounts at JPM. Kirkland’s current and prior representations of JPM has been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, JPM in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland’s current or prior representations of JPM preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

C. Potential Transaction Counterparties.

51. The Debtors are in discussions with certain parties (and may be in discussions with other parties in the future) regarding potential transactions regarding the Debtors and their businesses. Due to the inherently competitive nature of this process, it is imperative that the identities of these potential counterparties remain confidential. Should the Court request disclosure of the identities of the potential counterparties, the Debtors are prepared to file with the Court under seal a version of this Declaration that contains a schedule of the potential counterparties and Kirkland’s connections to such potential counterparties. For the avoidance of doubt, Kirkland will not represent any of the potential counterparties in connection with any matter in these chapter 11 cases.

52. [Confidential.]

D. Other Chapter 11 Professionals.

53. As disclosed on **Schedule 2**, Kirkland currently represents, and in the past has represented, certain affiliates, subsidiaries, and entities associated with various professionals that the Debtors seeks to retain in connection with these chapter 11 cases. Kirkland’s current and

prior representations of these professionals have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, any such professionals in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current or prior representation of these professionals precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

54. On October 18, 2023, the Court approved Kroll Restructuring Administration LLC ("Kroll"), formerly known as Prime Clerk LLC, as the Debtors' notice and claims agent.¹² Certain former Kirkland attorneys are currently employed by Kroll. Though previously employed by Kirkland, any work provided by these former Kirkland attorneys was unrelated to the Debtors or these chapter 11 cases. As disclosed on Schedule 2 attached hereto, Kirkland currently represents, and in the past has represented, Kroll, and certain of its upstream entities and affiliates, in matters unrelated to the Debtors and these chapter 11 cases. I do not believe that Kirkland's current and prior representation of Kroll precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

55. The Debtors' proposed restructuring advisor is Alvarez & Marsal North America, LLC ("A&M Advisory"). As disclosed on Schedule 2, Kirkland represents Alvarez & Marsal, Inc. ("A&M Inc."), Alvarez & Marsal Capital, LLC ("A&M Capital"), AMCP Security Holdings L.P. / Centerra Group, LLC, Alvarez & Marsal Tax and UK LLP, and affiliated entities in matters unrelated to the Debtors and these chapter 11 cases. In addition, subject to the parameters discussed in the Kirkland Attorney and Employee Investments section of this Declaration, Kirkland person(s) have invested in one or more funds affiliated with A&M Capital.

¹² See Order (I) Authorizing the Employment and Retention of Kroll Restructuring Administration LLC as Claims and Noticing Agent Effective as of the Petition Date and (II) Granting Related Relief [Docket No. 143].

I do not believe that Kirkland's representation of these parties precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

56. The Debtors also propose to retain the following professionals: (a) Cole Schotz as the Debtors' bankruptcy co-counsel; (b) Guggenheim Securities, LLC, as the Debtors' investment banker; (c) A&G Realty Partners, LLC as their real estate consultant; and (d) Deloitte LLP, as tax compliance and tax restructuring services provider (together with Kroll and A&M Advisory, collectively, the "Debtor Professionals"). As disclosed on Schedule 2, Kirkland currently represents, and in the past has represented, the Debtor Professionals and certain of their respective subsidiaries, affiliates, and employees on a variety of matters. Kirkland's current and prior representations of the Debtor Professionals have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, the Debtor Professionals in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current or prior representations of the Debtor Professionals preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

57. The Ad Hoc Secured Noteholder Group has retained Evercore Inc. (together with its affiliates and subsidiaries, "Evercore") as their investment banker and FTI Consulting, Inc. (together with its affiliates, subsidiaries, and employees, "FTI") as their financial advisor. As disclosed on Schedule 2, Kirkland currently represents, and in the past has represented, Evercore, FTI, on a variety of matters. Kirkland's current and prior representations of Evercore or FTI have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, Evercore or FTI in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's

current or prior representation of Evercore or FTI precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

58. The lenders under the Debtors' Prepetition Credit Facilities have retained Berkeley Research Group, LLC as their financial advisor. As disclosed on Schedule 2, Kirkland currently represents, and in the past has represented, Berkeley Research Group, LLC and certain of its affiliates (collectively, "Berkeley") on a variety of matters. Kirkland's current and prior representations of Berkeley have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, Berkeley in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current or prior representation of Berkeley precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

59. Houlihan Lokey Capital, Inc. is the proposed investment banker for the Tort Claimants' Committee. As disclosed on Schedule 2, Kirkland currently represents, and in the past has represented, Houlihan Lokey Capital, Inc. and certain of its affiliates (collectively, "Houlihan") on a variety of matters. Kirkland's current and prior representations of Houlihan have been in matters unrelated to the Debtors or these chapter 11 cases. Kirkland has not represented, and will not represent, Houlihan in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that Kirkland's current or prior representation of Houlihan precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

E. Kirkland Attorney and Employee Investments.

60. From time to time, Kirkland partners, of counsel, associates, and employees personally invest in mutual funds, retirement funds, private equity funds, venture capital funds,

hedge funds, and other types of investment funds (the “Investment Funds”), through which such individuals indirectly acquire an interest in debt or equity securities of many companies, one of which may be one of the Debtors, their creditors, or other parties in interest in these chapter 11 cases, often without Kirkland’s knowledge. Each Kirkland person generally owns substantially less than one percent of such Investment Fund, does not manage or otherwise control such Investment Fund, and has no influence over the Investment Fund’s decision to buy, sell, or vote any particular security. The Investment Fund is generally operated as a blind pool, meaning that when the Kirkland persons make an investment in the Investment Fund, he, she, or they do not know what securities the blind pool Investment Fund will purchase or sell, and have no control over such purchases or sales.

61. From time to time one or more Kirkland partners and of counsel voluntarily choose to form an entity (a “Passive-Intermediary Entity”) to invest in one or more Investment Funds. Such Passive-Intermediary Entity is composed only of persons who were Kirkland partners and of counsel at the time of the Passive-Intermediary Entity’s formation (although some may later become former Kirkland partners and of counsel). Participation in such a Passive-Intermediary Entity is wholly voluntary and only a portion of Kirkland’s partners and of counsel choose to participate. The Passive-Intermediary Entity generally owns substantially less than one percent of any such Investment Fund, does not manage or otherwise control such Investment Fund, and has no influence over the Investment Fund’s decision to buy, sell, or vote any particular security. Each Investment Fund in which a Passive-Intermediary Entity invests is operated as a blind pool, so that the Passive-Intermediary Entity does not know what securities the blind pool Investment Funds will purchase or sell, and has no control over such purchases or sales. And, indeed, the Passive-Intermediary Entity often arranges for statements and

communications from certain Investment Funds to be sent solely to a blind administrator who edits out all information regarding the identity of the Investment Fund's underlying investments, so that the Passive-Intermediary Entity does not learn (even after the fact) the identity of the securities purchased, sold, or held by the Investment Fund. To the extent the Passive-Intermediary Entity is or becomes aware of the identity of the securities purchased, sold, or held by the Investment Funds ("Known Holdings"), such Known Holdings are submitted to Kirkland's conflict checking system.

62. From time to time, Kirkland partners, of counsel, associates, and employees personally directly acquire a debt or equity security of a company which may be (or become) one of the Debtors, their creditors, or other parties in interest in these chapter 11 cases. Kirkland has a long-standing policy prohibiting attorneys and employees from using confidential information that may come to their attention in the course of their work, so that all Kirkland attorneys and employees are barred from trading in securities with respect to which they possess confidential information.

F. Other Disclosures.

63. Kirkland currently represents, and in the past has represented, Elixir Insurance Company, a non-Debtor entity that is a wholly-owned subsidiary of the Debtors ("EIC"). EIC is also represented by Vorys, Sater, Seymour, and Pease LLP as its outside regulatory counsel. As part of its engagement, Kirkland has advised the Debtors and EIC in connection with consideration of their overall global restructuring options and strategies. I do not believe that Kirkland's current or prior representation of EIC is adverse to the interests of the Debtors or precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code. Kirkland will not represent EIC adverse to the Debtors and will not represent the Debtors

adverse to EIC. Additionally, certain interrelationships exist among the Debtors. Nevertheless, the Debtors have advised Kirkland that the Debtors' relationships to each other do not pose any conflict of interest because of the general unity of interest among the Debtors. Insofar as I have been able to ascertain, I know of no conflict of interest that would preclude Kirkland's joint representation of the Debtors in these chapter 11 cases.

64. The spouse of Kirkland partner Helen E. Witt, P.C. is a managing director of JPM. JP Morgan Chase Bank, N.A. and certain of its affiliates are among the Debtors' lenders. Out of an abundance of caution, Kirkland has instituted formal screening measures to screen Ms. Witt from all aspects of Kirkland's representation of the Debtors.

65. James H.M. Sprayregen, a Kirkland partner, worked as an attorney at Kirkland from July 1990 until June 2006 and rejoined the firm in December 2008. From June 2006 until December 2008, prior to rejoining the firm, Mr. Sprayregen was co-head of the restructuring group of Goldman Sachs Americas, where he advised U.S. and international clients in restructuring and distressed situations. Certain affiliates of Goldman Sachs are underwriters of the Debtors debt obligations. As described above, Goldman Sachs is a client of the firm and is disclosed on Schedule 2 attached hereto. I do not believe that Mr. Sprayregen's prior employment at Goldman Sachs precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

66. Reginald Brown, a Kirkland partner, is a member of the board of directors Blackstone, Inc. ("Blackstone"). Blackstone and or certain affiliates of Blackstone are vendors to the Debtors. Out of an abundance of caution, Kirkland has instituted formal screening measures to screen Mr. Brown from all aspects of Kirkland's representation of the Debtors. I do

not believe that this connection precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

67. Noah Z. Sosnick, a Kirkland associate, is the son of Fredric Sosnick, a partner of Shearman & Sterling LLP, counsel to Bank of America, N.A., as administrative agent in connection with that certain MedImpact transaction in these chapter 11 cases. It is my understanding that Mr. Fredric Sosnick is not working on these chapter 11 cases. I do not believe that this connection precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

68. Furthermore, prior to joining Kirkland, certain Kirkland attorneys represented clients adverse to Kirkland's current and former restructuring clients. Certain of these attorneys (the "Screened Kirkland Attorneys") will not perform work in connection with Kirkland's representation of the Debtors and will not have access to confidential information related to the representation. Kirkland's formal ethical screen provides sufficient safeguards and procedures to prevent imputation of conflicts by isolating the Screened Kirkland Attorneys and protecting confidential information.

69. Under Kirkland's screening procedures, Kirkland's conflicts department distributes a memorandum to all Kirkland attorneys and legal assistants directing them as follows: (a) not to discuss any aspects of Kirkland's representation of the Debtors with the Screened Kirkland Attorneys; (b) to conduct meetings, phone conferences, and other communications regarding Kirkland's representation of the Debtors in a manner that avoids contact with the Screened Kirkland Attorneys; (c) to take all measures necessary or appropriate to prevent access by the Screened Kirkland Attorneys to the files or other information related to Kirkland's representation of the Debtors; and (d) to avoid contact between the Screened Kirkland

Attorneys and all Kirkland personnel working on the representation of the Debtors unless there is a clear understanding that there will be no discussion of any aspects of Kirkland's representation of the Debtors. Furthermore, Kirkland already has implemented procedures to block the Screened Kirkland Attorneys from accessing files and documents related to the Debtors that are stored in Kirkland's electronic document managing system.

Affirmative Statement of Disinterestedness

70. Based on the conflicts search conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) Kirkland is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed herein.

[Remainder of Page Intentionally Left Blank]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: November 22, 2023

Respectfully submitted,

/s/ Joshua A. Sussberg

Joshua A. Sussberg
as President of Joshua A. Sussberg P.C., as
Partner of Kirkland & Ellis LLP; and as Partner
of Kirkland & Ellis International LLP

Schedule 1

The following lists contain the names of reviewed entities as described more fully in the *Declaration of Joshua A. Sussberg in Support of the Debtors' Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of October 15, 2023* (the "Sussberg Declaration").¹ Where the names of the entities reviewed are incomplete or ambiguous, the scope of the search was intentionally broad and inclusive, and Kirkland & Ellis LLP and Kirkland & Ellis International LLP reviewed each entity in its records, as more fully described in the Sussberg Declaration, matching the incomplete or ambiguous name.²

¹ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Sussberg Declaration.

² Pursuant to the *Interim Order (I) Authorizing the Debtors to (A) File a Consolidated List of the Debtors' Fifty Largest Unsecured Creditors, (B) File a Consolidated List of Creditors in Lieu of Submitting a Separate Mailing Matrix for Each Debtor, (C) Redact Certain Personally Identifiable Information of Natural Persons, (II) Waiving the Requirement to File a List of Equity Holders and Provide Notice Directly to Equity Security Holders, and (III) Granting Related Relief* [Docket No. 148] (the "Creditor Matrix Interim Order"), Kirkland has redacted the names of any individuals that appear on Schedules 1 and 2. Kirkland has also redacted the names of any confidential marketing process parties.

SCHEDULE 1

List of Schedules

<u>Schedule</u>	<u>Category</u>
1(a)	Debtor Affiliates
1(b)	Directors & Officers
1(c)	Known Joint Venture Affiliates
1(d)	Bankruptcy Judges & Staff
1(e)	Bankruptcy Professionals
1(f)	Banks & Lien Parties
1(g)	Customers
1(h)	Insurance
1(i)	Landlords
1(j)	Litigation Parties
1(k)	Notice of Appearance
1(l)	Official Committee of Tort Claimants
1(m)	Ordinary Course Professionals
1(n)	Potential Participants in Sale Process
1(o)	Significant Competitors
1(p)	Surety & Letters of Credit
1(q)	Taxing Authorities & Governmental Agencies
1(r)	Top 50 Creditors
1(s)	U.S. Trustee Office
1(t)	UCC Members
1(u)	Unions
1(v)	Utilities
1(w)	Vendors

SCHEDULE 1(a)

Debtor Affiliates

1515 West State Street - Boise, Idaho LLC	Lakehurst & Broadway Corp.
1740 Associates LLC	Laker Software LLC
4042 Warrensville Center Road	Lane Drug Co., The
Warrensville Ohio Inc.	Maxi Drug Inc.
5277 Associates Inc.	Maxi Drug North Inc.
5600 Superior Properties Inc.	Maxi Drug South LP
Advance Benefits LLC	Maxi Green Inc.
Apex Drug Stores Inc.	Munson & Andrews LLC
Ascend Health Technology LLC	Name Rite LLC
Bartell Drug Co., The	P.J.C. Distribution Inc.
Broadview & Wallings-Broadview Heights,	P.J.C. Realty Co. Inc.
Ohio Inc.	PDS-1 Michigan Inc.
Design Rx Holdings LLC	Perry Distributors Inc.
Design Rx LLC	Perry Drug Stores Inc.
Design Rxclusives LLC	PJC Lease Holdings Inc.
Eckerd Corp.	PJC Manchester Realty LLC
EDC Drug Stores Inc.	PJC of Massachusetts Inc.
Elixir Holdings LLC	PJC of Rhode Island Inc.
Elixir Pharmacy LLC	PJC of Vermont Inc.
Elixir Puerto Rico Inc.	PJC Peterborough Realty LLC
Elixir Rx Options LLC	PJC Realty MA Inc.
Elixir Rx Solutions LLC	PJC Revere Realty LLC
Elixir Rx Solutions of Nevada LLC	PJC Specialty Realty Holdings Inc.
Elixir Savings LLC	RCMH LLC
First Florida Insurers of Tampa LLC	RDS Detroit Inc.
GDF Inc.	Read's Inc.
Genovese Drug Stores Inc.	RediClinic Associates Inc.
Gettysburg & Hoover - Dayton, Ohio LLC	RediClinic LLC
Harco Inc.	RediClinic of PA LLC
Health Dialog Services Corp.	Rite Aid Corp.
Hunter Lane LLC	Rite Aid Drug Palace Inc.
JCG (PJC) USA LLC	Rite Aid Headquarters Corp.
JCG Holdings (USA) Inc.	Rite Aid Headquarters Funding Inc.
Jean Coutu Group (PJC) USA Inc., The	Rite Aid Lease Management Co.
Juniper Rx LLC	Rite Aid of Connecticut Inc.
K&B Alabama Corp.	Rite Aid of Delaware Inc.
K&B Inc.	Rite Aid of Georgia Inc.
K&B Louisiana Corp.	Rite Aid of Indiana Inc.
K&B Mississippi Corp.	Rite Aid of Kentucky Inc.
K&B Services Inc.	Rite Aid of Maine Inc.
K&B Tennessee Corp.	Rite Aid of Maryland Inc.
K&B Texas Corp.	Rite Aid of Michigan Inc.

Rite Aid of New Hampshire Inc.
Rite Aid of New Jersey Inc.
Rite Aid of New York Inc.
Rite Aid of North Carolina Inc.
Rite Aid of Ohio Inc.
Rite Aid of Pennsylvania LLC
Rite Aid of South Carolina Inc.
Rite Aid of Tennessee Inc.
Rite Aid of Vermont Inc.
Rite Aid of Virginia Inc.
Rite Aid of Washington, D.C. Inc.
Rite Aid of West Virginia Inc.
Rite Aid Online Store Inc.
Rite Aid Payroll Management Inc.
Rite Aid Realty Corp.
Rite Aid Rome Distribution Center Inc.
Rite Aid Specialty Pharmacy LLC
Rite Aid Transport Inc.
Rite Investments Corp.
Rite Investments Corp. LLC
Rx Choice Inc.
Rx Initiatives LLC
Thrift Drug Inc.
Thrifty Corp.
Thrifty Payless Inc.
Tonic Procurement Solutions LLC

SCHEDULE 1(b)

Directors & Officers

Bodaken, Bruce G.
Burr, Elizabeth
DuPaul, Chris
Greenblatt, Rand
Harlam, Bari
Kazmaier, Jessica
Keglevic, Paul
Knowling, Robert E., Jr.
Kohn, Pamela
Meltzer, Roger
Miller, William
Nayar, Arun
Quinn, Kate B.
Rose, Christine
Sabatino, Thomas J., Jr.
Schroeder, Matt
Selig, Stegan
Staniforth, Karen
Stein Advisors LLC
Stein, Jeffrey S.
Teffner, Carrie
Walden, Jeanniey

SCHEDULE 1(c)

Known Joint Venture Affiliates

Drug Palace Inc.
Elixir Insurance Co.
Grand River & Fenkell LLC
Hackensack Meridian Rediclinic LLC
ILG - 90 B Avenue Lake Oswego LLC
LMW - 908 Avenue Lake Oswego Inc.
Rediclinic Austin LLC
Rediclinic of Dallas-Fort Worth LLC
Rediclinic of Delaware LLC
Rediclinic of Maryland LLC
Rediclinic of Virginia LLC
Rediclinic of Washington DC LLC
Rediclinic of Washington LLC
Rediclinic US LLC
Richfield Road - Flint, Michigan LLC
Rx USA Inc.

SCHEDULE 1(d)

Bankruptcy Judges & Staff

Altenburg, Andrew B., Jr.
Bisogno, Alex
Brown, Michael
Crow, Brett
Earl, Rebecca A.
Ebel, Nicholas
Figueria, Maria
Filgueiras, Juan
Fischer, Benjamin
Gambardella, Rosemary
Gauvin, Carolyn
Gravelle, Christine M.
Greco-Ericksen, Susan
Haywood, Zelda
Holden, Kevin
Kaplan, Aron
Kaplan, Michael B.
Liese, Joan
McDonald, Christy
Meisel, Stacey L.
Moore, Sharon
Muccie, Dana
Papalia, Vincent F.
Pappas, Ntorian
Poslusny, Jerrold N., Jr.
Price, Gina
Primo, Mariela
Purce, Sharon
Quiles, Wendy
Renyte, Heather
Richardson, Charlene
Ryan, Kathleen
Sherwood, John K.
Sodono, Anthony
Stillwell, Rachel
Streich, Graham
Sweeney, Suzanne
Tedesco, Michael
Walsh, Noreen

SCHEDULE 1(e)

Bankruptcy Professionals

A&G Realty Partners LLC
Alvarez & Marsal Holdings LLC
Berkeley Research Group LLC
Brown Rudnick LLP
Choate Hall & Stewart LLP
Cole Schotz PC
Conversus Group LLC
Evercore Inc.
Frejka PLLC
FTI Consulting Inc.
Guggenheim Securities LLC
Houlihan Lokey Inc.
Joele Frank, Wilkinson Brimmer Katcher
Katten Muchin Rosenman LLP
Kobre & Kim LLP
Kramer Levin Naftalis & Frankel LLP
Kroll Restructuring
Milbank LLP
Panagos, Steven G.
Paul Weiss Rifkind Wharton & Garrison LLP
Wilson Sonsini Goodrich & Rosati PC

SCHEDULE 1(f)

Banks & Lien Parties

Aegon USA Investment Management LLC	Clearstream Banking SA
AllianceBernstein LP	DBX Advisors LLC
Amundi Asset Management SAS	Erste Asset Management Gmbh
Aperture Investors LLC	Euroclear Bank
Apple Bank for Savings	Fidelity National Financial Inc.
Atlantic Union Bank	Fiera Capital Corp.
Aviva Investors Global Services Ltd. (UK)	Fifth Third Bank
AXA Investment Managers (US) Inc.	Fifth Third Bank NA
Banco De Sabadell SA	Fineco Asset Management DAC
Banco General SA	First-Citizens Bank & Trust Co.
Bank of America	Flow Traders US LLC
Bank of America Merrill Lynch Proprietary Trading	Fourteen Capital LP
Bank of New York Mellon Corp. (Wealth Management), The	Fulcra Asset Management Inc.
Bank of New York Mellon Trust Co., The	Goldentree Asset Management LP
Barclays Capital Inc.	Goldman Sachs Asset Management International
Blackrock Advisors LLC	Harris Trust & Savings Bank
BMO Asset Management Inc.	HG Vora Capital Management LLC
BMO Bank NA	Horizon Healthcare Services Inc.
BMO Harris Bank	Hudson Bay Capital Management LP
BNP Paribas Asset Management UK Ltd.	Huntington National Bank, The
Bondbloxx Investment Management Corp.	Ia Clarington Investments Inc.
Boussard & Gavaudan Investment Management LLP	ING Capital LLC
Bracebridge Capital LLC	Invesco Capital Management LLC
Brigade Capital Management LP	Ipg Investment Advisors LLC
Calamos Advisors LLC	Jane Street Capital LLC
California, State of, Public Employees Retirement System	Jefferies LLC
Capital One	JP Morgan Investment Management Inc.
Capital One NA	JP Morgan Securities LLC
Castleknight Management LP	Jupiter Asset Management Ltd. (UK)
Cathay Bank	KeyBank
Celf Advisors LLP	Keybank NA
Charles Schwab Investment Management Inc.	Loomis Sayles & Co. LP
Choate Hall & Stewart LLP	MacKay Shields LLC
CI Investments Inc.	Macquarie Asset Management (NZ) Ltd.
CIBC Asset Management Inc.	MAN GLG Partners LP
Citigroup Global Markets Inc.	Manulife Investment Management (US) LLC
Citizens Bank	Marathon Asset Management LP
Citizens Bank NA	Marex Capital Markets Inc.
	Mellon Investments Corp.
	Metlife Investment Management LLC
	MidOcean Credit Partners

Morgan Guaranty Trust Co. of New York
Morgan Stanley Investment Management Inc.
MUFG Bank Ltd.
New Jersey, State of, Department of the
Treasury, Division of Investment
Nomura Corporate Research & Asset
Management Inc.
North Dakota, State of, Investment Board
Northeast Investors Trust
Northern Trust Investments Inc.
Nuveen Asset Management LLC
NYCB Specialty Finance Co. LLC
Nykredit Asset Management
Opus Investment Management Inc.
OSP LLC
Owl Creek Asset Management LP
Pacific Investment Management Co.
Pension Reserves Investment Management
Board (PRIM)
Pensiondanmark Holding A/S
Pensionskasse SBB
PFA Asset Management A/S
PGIM Inc.
Pinnacle Capital Ltd.
PNC Bank
PNC Bank NA
Polen Capital Credit LLC
RBC Capital Markets LLC
RBC Global Asset Management Inc.
Ryan Labs Asset Management Inc.
Schroder Investment Management North
America Inc.
Siemens Financial Services Inc.
Silver Point Capital LP
Sixth Street Advisers LLC
SMH Capital Advisors LLC
State Street Global Advisors Inc.
T. Rowe Price Associates Inc.
TD Bank
TD Bank NA
TPG Capital LP
Truist Bank
UBS AG
UBS Switzerland AG
United Equities Commodities Co.
US Bank

US Bank NA
Vident Investment Advisory LLC
Virtu Americas LLC
Virtus Fixed Income Advisers LLC
Voya Investment Management LLC
Walleye Capital LLC
Webster Business Credit Corp.
Wellington Management Co. LLP
Wells Fargo Bank
Wells Fargo Bank NA
Wells Fargo Securities LLC
Whitebox Advisors LLC
Wisconsin, State of, Investment Board

SCHEDULE 1(g)

Customers

Alterwood Advantage
Amwins
Astiva Health Inc.
Care N' Care Insurance Co. Inc.
Communicare ISNP
Cox HealthPlans LLC
Deaconess Health System Inc.
Fresno Unified School District (CA)
GoodRx Holdings Inc.
Imperial Health Plan
JB Poindexter & Co. Inc.
Johnson, County of (KS)
Leggett & Platt Inc.
Medical Card System
Mo-Kan Sheet Metal Workers
My Choice Wisconsin
New Mexico Medical Insurance Pool
Phoenix, City of (AZ)
Provider Partners Missouri Advantage Plan
Provider Partners Texas Advantage Plan
Puget Sound Electrical Workers
Takecare Insurance Co. Inc.
Texas Independence Health Plan Inc.
UFCW & Employers Benefit Trust LLC
Valley Health System
Valley Medical Center
Wichita, City of (KS)

SCHEDULE 1(h)

Insurance

Agcs Marine Insurance Co.	Hartford Financial Services Group Inc., The
AIG Aerospace Insurance Services	HCC Insurance
AIU Insurance Co.	Hiscox Ltd.
Allianz	Hudson Insurance Group Inc.
Allied World	Illinois Insurance Co.
Allied World Assurance Co. Ltd.	Inigo Insurance
American International Reinsurance Co.	Intact Insurance Co.
Amtrust	Ironshore Inc.
ANV	Liberty Mutual Holding Co. Inc.
Aon plc	Life Science Risk Insurance
Applied Underwriters (Texas)	Lloyds of London
Arch UK	Magna Carta Insurance Ltd.
Arch US	Markel Insurance Co.
Argo	Marsh McLennan Cos. Inc.
Ark Insurance	National Union Insurance Co.
Arrowhead	Nationwide Mutual Insurance Co.
Ascot Bermuda	North Rock Insurance Co. Ltd.
Ascot Reinsurance	Obsidian Insurance Co.
Aspen Insurance	Qbe
Axa XI	QBE Insurance Group Ltd.
Axa XI Bermuda	RLI Corp.
Axis Insurance	RSUI Group Inc.
Beazley UK	Sompo Endurance US
Beazley USA Services Inc.	Sompo UK
Berkley	Starr International Co. Inc.
Berkshire Hathaway	Starstone Insurance Holdings Ltd.
Blenheim Underwriting Ltd.	Swiss Reinsurance
Bowhead	Tokio Marine HCC
Chatham Insurance Services	Travelers
Chubb	Vantage Risk Specialty Insurance Co.
Convex	Wesco Insurance Co.
Crum & Forster	Westfield Specialty Insurance Co.
EHD Insurance	XL
Endurance Insurance	Zurich American Insurance Co.
Euclid Insurance	
Evanston Insurance Co.	
Everest Group Ltd.	
Fidelis Insurance Holdings Inc.	
Great American Insurance Co.	
Great Midwest Insurance Co.	
Hallmark Specialty Insurance Co.	
Hamilton Re Ltd.	

SCHEDULE 1(i)

Landlords

1021 First Avenue Conway LLC	4102 Realty Co.
1093 Group LLC	416 Owners Association LP
115 Mer LLC	4628 Group Inc.
122 Liberty LLC	4H Inns LLC
1224 Brownsville Road LLC	5015 Holdings LLC
1258 Group LLC	50-52 Allen Street Corp.
1300 West F Street Oakdale LLC	506 West Market Street LLC
1472 Bostib Road LLC	510 East Baltimore Pike LLC
1472 Boston Road LLC	5116 2nd LLC
149 Spring Street LLC	5214 Baltimore Associates LLC
1560 Sycamore LLC	5215 Properties LLC
16 Victory Investments	526 East Bidwell LLC
1600 Venture LLC	5601 22nd LLC
16200 Bear Valley Road Holding LLC	569 Broadway Associates
1679 LLC	577 Larkfield Realty LLC
1808 Salem LLC	577 Mast Road LLC
1825 Brentwood Road Associates LLC	57701 Twentynine Palms LLC
185 Kings Highway Realty LLC	5825 Broadway Realty LLC
1856 Broad Street Associates LP	6300 York Road Shopping Center LLC
1912 North Pearl Street LLC	6515 Associates LP
213 South Street Partnership	6822 Hamilton Developers Corp.
22 Victory Investments LLC	69th Street Retail Owner LP
224 Group LLC	700 E 24th St LLC
2260 Jerusalem Realty Corp.	701 Associates
233 Associates	75 Dexter Road TIC I LLC
2410 Burton LLC	7900 Sunset LP
2468 Group Inc.	8222 Property LLC
27 Round Lake Realty LLC	840 S Military Virginia Beach
29 Orinda Way LLC	847 Station Street LLC
290 North Maple LLC	901 Merrick Road LLC
2910 Ashman LLC	92 Victory Investments LLC
302 West Robb LLC	9274 Group Inc.
327-42 Findlay LLC	A 1825 Broadway LLC
3301 Properties LLC	AAT DEL Monte LLC
336 Union Realty LLC	Abnet Realty Co.
35th Strouss Associates	Acorn Development LLC
3730 Brighton Road LLC	ACV Emporium LLC
374-384 Johnson Ave. Corp.	ACV RAD Toledo LLC
3-D Associates LLC	AEI Fund Management Inc.
4 Amigos LLC	AF-Savannah LLC
4000 Woodhaven Holdings De LLC	AG WGI LLC

Agree LP
AGS Ansonia LLC
AHB Atlantic Realty LLC
AJC Partners LLC
Ajmal Development LLC
AKA Investment Group LLC
AKMS Ltd.
Aldad & Sons Realty Inc.
Aliza, Tom
Allegro Towers LP
Allen VH Associates LLC
Almonte Francis Blvd. Realty LLC
Alpha Beta Co.
Alrose Patchogue LLC
Alta & Saginaw Associates LLC
Altadena LLC
Altra Realty LLC
Anderson Retail LLC
Andre, Jay
Andrich of Toledo LLC
APS Realty Corp.
ARC Dbpprop001 LLC
Ardmore Partners LP
Ardsey Associates LLC
Argo Yakima LLC
Arno & Adelheid Roscher Living Trust
Ash Center LLC
Aslan, Alex
Atascadero Prec LLC
Atco Equities LLC
Atlantic Square LLC
Atlas Young's Bay LLC
ATR Encinitas LLC
Avalon 210 Wall LLC
Avenue X Realty LLC
B.A.G. Figview #199C LP
BA Arizona Partners LLC
Baldrige - Aberdeen LLC
Baldrige - Monroe LLC
Baldrige - Port Orchard LLC
Baldrige - Stanwood LLC
Baldrige-Lacey I LLC
Bales Farmington LLC
Balzac Properties II
Bandaaid North Hampton LLC
Banning Rad LLC

Bansi Palms Dollar Tree LLC
Batavia Fine Inc.
BCG Realty Inc.
Be Fair LLC
Becrett Limited Liability Compensation
Bella Bottega Partners
Bellmore Associates LP
Belmont Shopping Center LP
Bergen Street LLC
Bernard W. Hummelt MD LP
Bethpage Properties LLC
BFI-2 LLC
BGN Fremont Square Ltd.
Bihari, Peter
Blacktide Santa Paula LLC
Block Family LLC
BLP Polk LP
BLS Asset Management Corp.
Blue Jay Center LLC
Blue Tree Ludington OH LLC
Blue Wave Partners LLC
Blumel-211 Associates LLC
B-M Properties
BMBG Investments LLC
BNY EAC-I LLC
Boardman Plaza Associates LLC
Bobo, Gary D.
Bobo, Joy B.
Bolo Corp.
Bonaccorso Land Co.
Bouye Grand Blanc LLC
Bouye Ypsilanti LLC
Bowen, Carole
Branciforte Apartments LLC
Brea Gateway Center LP
Breibart, Murray
Brennan Frost LLC
Bristol-Myers Squibb Co.
Brixmor Management JV 2 LLC
Brixmor Plymouth Square LLC
Brugge, Anna S.
Brugge, Edward S.
BS Realty LLC
BT Abington LP
BTP Modesto LLC
BTS (Wyomissing) LP

Bueche Realty Inc.
Buffalo-Akron Associates LLC
Buffalo-Bal Business Trust
Buncher Co., The
Burien Plaza LLC
Burley West Investments LLC
Byun, Andre
C & P Associates
C & P Properties #10 LLC
C & S Property Investment Corp.
Cameron Apartments GP
Canyon Crest Towne Centre LLC
Capital Development Co.
Capp, Daniel L.
Cardinal Associates III LLC
Carolina Cherry Properties LP
Carroll Plaza LLC
Carson Normandie Plaza LLC
Cascade Commons LLC
Cascade Square LLC
Cedillos, Ronald
Center Point Main Street LLC
Chapel Square Development LLC
Chelten Partners LLC
Cheng Gong NJ Realty LLC
Chew & Wister LP
China Lake & Ridgecrest LLC
Chiv Land Co. LLC
Cho & Park Property Management LLC
Chu, Miriam L.
Chu, Yuet-Ming
Churchill Security Investments LLC
Clairemont Village Quad LLC
ClG Properties LLC
Clifford D. Steves Separate Property Trust
CLPF Harbour Pointe LLC
Coastal Serhoe
Cole Ek Philadelphia PA LLC
College Block
Colonial Durham Associates
Colony Holding Co.
Columbia Central Group LLC
Columbia/Baldwin Associates LLC
Comm 2007-C9 Lower Tier Remic
Commons at Calabasas LLC, The
Contempo Tempe

Contingence LLC
Continuum Properties LLC
Cooper Point Canyon Plaza LLC
Copper & Maple Associates LLC
Cottman Partners LP
CP Beckett Group Inc.
CP Management Group II LLC
CP/Ipers Woodfield LLC
CPT Shops at Rossmoor LLC
Cranford, James Michael
Crest Properties LLC
Crosstown Dubois LLC
CSquared LLC
Cub Investors LLC
Culver Tropical Gardens Co.
Cusuman & Gorsen Association
Cypress Norse Realty LLC
D&A Investment Group LLC
D&S Paradise Property & Investment LLC
Daggi, Jasbur
Dan Marchetta & Co. Ltd.
Daniel G Kamin Banksville LLC
Daniel G. Kamin Castor Avenue LLC
Daniel G. Kamin Chesterfield LLC
Daniel G. Kamin Clements Bridge Road LLC
Daniel G. Kamin East Washington Lane LLC
Daniel G. Kamin Gloversville LLC
Daniel G. Kamin Irondequoit LLC
Daniel G. Kamin Kingston LLC
DCTN 3448 Plumsteadville PA LLC
DD&L Associates II LLC
Deer Park Realty Co. LLC
Del Mar Highlands TCA I LLC
Del Secco, Jonathan Clayton
Delilah Realty Co.
Delpy-Adams Avenue LLC
DePetrus, Joseph
Derry Realty Group LLC
Detraid LLC
DG Ran LLC
DGMM LP
Dischinat, Greg
Dischinat, Gregory P.
DJM NNN IV LLC

DMDE Properties LP
DMP Mesa 8 LLC
Dodge Enterprise LLC
Donahue Schriber Realty Group LP
Douglas Way Building Corp.
Douglass, Harlan D.
Dover Management Co.
Drew Management Corp.
DS Canyon Park LP
DSM MB II LLC
East Meadow Plaza Regency LLC
East Park Development LLC
Eastchester Developers LLC
Eck-Aliquippa Associates LP
Eckerd News Road LLC
Eckville LP
Edgemark Littleton LLC
Elbe Associates LLC
Elias Properties Management Inc.
Eltingville Shopping Center Owner
Ennabe Properties Inc.
EPL Federal LLC
Equity One (NE Portfolio) LLC
Erlinda Ortiz
Estudillo Shopping Center
Excel Realty Partners LP
Facchino Labarbera Hacienda
Facciola Real Estate & Investment Co. LLC
Fairview Shopping Center
Famtan Associates
Felfam LP
Felos Associates LLC
Ferryport Wings LLC
Festival at Bel Air LLC
FG-10 Lincoln Highway LLC
FGR Expo 13 LLC
Ficus Columns Properties LP
First California Holdings LLC
Flatlands 78 LLC
Forty-Forty Broadway Realty Corp.
Four City Center OP LP
Franklin Family Partnership
Friedman Equities LLC
Friedman, Sally
FW CA-Granada Village LLC
FW WA-Eastgate Plaza LLC

FXSC Inc.
G&S Ionia LLC
Gabrielsen Family LP I
Gallashea Properties LLC
Garden Grove Plaza LLC
Gartin Properties LLC
Gates, Yoko C.
Gateway Commons Development LLC
Gateway Corp Center LP
Gateway Plaza Canton LLC
Gator Hillside Village LLC
Gaube Equity Investments LLC
GC Main Street Owners LLC
Gelsomin Family Ltd. Partnership
Gershman Properties LLC
Gillen Hall Lake East LLC
GKGF LLC
Glantz Chesapeake LLC
Glen Cove Shopping Center
Glendale Genvia LLC
Glenmore 7118 LLC
GMF Drug Stores LLC
Gould, Paul L.
Grand & Elm Partners LP
Grand Diamond Investments LLC
Grant Fraser Michigan LLC
Great Chi Investment LLC
Great Neck Plaza LP
Greater Hilands LLC
Greenspring Mall Association
Greenwood 85th Street LLC
Grenadier Ortonville LLC
Gri Fairwood LLC
Gri Sunset Plaza LLC
Grothe, John P.
Grothe, June
Grother, John
Grother, June A.
GSL Global LLC
Gupta, Sandeep K.
Gustave Meyer Building Corp.
H & J Holdings Ltd.
H&C Holdings LLC
H&J 5 Investments LLC
Harbor Center Partners LP
Harrison, Douglas

Harsch Investment Properties LLC
Harvard Market LLC
Hastings Ranch Investment Co.
Hauppauge Properties LLC
Hawley Realty LP
HBC Lake Stevens LLC
HBC Magnolia LLC
HCP 1101 Madison Mob LLC
HCP RRF Sand Canyon LLC
Hemmat Family LLC
Henbart LLC
Heritage Holdings Management Group
Heritage Village LLC
HF Real Estate Partnership
HG - Toledo LLC
HHL Properties LP
High Point Properties LP
High Water Johnstown LLC
HLC Carlisle LLC
HLC Lansdale LLC
Hollywood Market Square LLC
Holpsrac LLC
Horowitz Family Trust & Frandson Family Trust
Hovchild Partnership LLC
Hoyt Bedford Associates LP
HR LLC
HS Belmont LLC
Huntington Pike Co.
HVP 2 LLC
HW Riverside Arlington LLC
HWN-Mariposa Associates LLC
I Schreiber & Associates LLC
I.C. Somerville Inc.
I.C. Washington Inc.
IA San Pedro Garden LLC
Ichord, Paul S.
Imola Cabot Partners LLC
Impulso 5751 LLC
Independence Plaza SC LLC
Ingleside LLC
Insalaco Enterprises
Ireit Valencia Northpark LLC
Irvine Co. Retail Properties, The
J. W. Rich Investment Co.
Jacjhin LLC

Jack Breitkopf LLC
Jackson Invest Co. LLC, The
Jaime L. Santana Family Trust
JBK Ventures LLC
Jefferson Place LLC
JN 12 LLC
JN 178 LLC
Joan Florance Allison Trust
Jordan, Wolfgang
JOS Development Group LLC
JRFP LLC
JRSJC LP
JS Enterprise Holdings LLC
JSK Realty Co.
Jumping Horse Ranch Inc.
June Kirkland LLC
Juri Properties LLC
K Tenth Street Properties LP
Kamin, Daniel G.
Kana Realty Corp.
Karoglanov Family Living Trust
Kearney Palms LLC
Kelethin Investments LLC
Kern River Partners LLC
Keyser Village LLC
Khasigian Properties LP
Khorram Family Investments LLC
KIF LLC
Kimco Realty Corp.
Kin Properties Inc.
Kings Ocean Realty LLC
Kings Plaza Shopping Center
Kinsman LLC
Kirkland Totem Lake VI LLC
KLP Burien Town Plaza LLC
Kohl 1536 N Atherton LLC
Kolles, John
Kolles, Karla
Koula's LLC
KSL Holdings-Meredith NH LLC
Kudu Invest LLC
La Crescenta Market Place Properties LLC
La Sierra & Pierce Associates
Lafayette & Broadway LLC
Laguna Oaks LLC
Laguna Promenade LLC

Lake City Square LLC
Lake Lansing RA Associates LLC
Lake Serene SC LLC
Lakeshore Village Center LLC
Lakeside Medical Building LLC
Lakeview Place Building A LLC
Lakha Properties - Mill Creek
Lamar Building Co. Inc.
Lancaster Development Co. LLC
Lansing Retail Center LLC
Larchmont Properties Ltd.
Lawrence M Kaplan LLC
LDC Central Park Plaza LLC
Lee Center IV LLC
Levine Investments LP
Levon Investments LLC
LG Lindenhurst Associates LLC
Lighthouse Commons LLC
Limantzakis Properties No 2. LLC
Limonite Ave. Holdings LLC
Lin, Elizabeth
Lin, Tuck
Lincoln Center LLC
Lincoln Heights Center LLC
Lincoln Partnership 2015 LLC
Lincoln Properties Ltd.
Lipt Winchester Road Inc.
Little Italy Management Corp.
Little Safford Corp.
Littleton Realty Trust
Ljor Coloma LLC
Ljor Spring Lake LLC
Lloyd Wells Gift Trust
LMK Services Inc.
Long Sight Properties LLC
Longest Drive LLC, The
Los Osos Commercial LLC
Loyal Plaza SC LLC
LS Morrell LLC
Luebke Family Partnership, The
Luria Family I LP
Lynnfield Centre Realty LLC
Maat Holdings LLC
Mack Alter LLC
Magic Rabbit Ventures LLC
Magnolia Town Center Associates

Main & Twelfth LLC
Malin, George L.
Malin, William N.
Mann Enterprises Inc.
Mann Milford Rite Aid LLC
MANP CDM LLC & DMP CDM LLC
Manp Laguna Woods LLC
Manp Loma Linda LLC
Manuel F Cunha & Virginia E Cunha
Maple Yuba LLC
Mar-Bank Investment Co.
Margaret Wang Dream Trust
Marin, Celeste
Marin, Robert S.
Marist Centerpoint LLC
Marjack LLC
Mark Clarks Summit North Associates LP
Market Square Plaza I LLC
Marketplace Partners 3 LP
Markus Associates LLC
Mar-Mart Realty Co. Inc.
Marshall R. Realty LLC
Mary B. Mccullough Trust & Barbara
Branch Mcculloch Trust Ptr.
Maryland Square Shopping Center LLC
Mastropieri, Paul
Mattkarr Properties LLC
MCB-BF RA Portfolio JV LLC
McKnight Realty Group # 6
McKnight Realty Group 4
MDB Landmark LLC
Meetinghouse Development Associates LP
Megdal Highland Park LLC
Megdal, Alana
Megdal, Elliot
Melbourne Associates VII LLC
Melbourne Associates VIII LLC
Meridian Village Associates
Mermaid Plaza Associates Inc.
Mesa Town Center LLC
MF Associates
MGP XI Northgate LLC
MI 2012 LLC
Midway Shopping Center LLC
Migliozi, Joseph J.
Migliozi, Louise S.

Mike & Josephine Mra LP
Mill Avenue Associates LLC
Millers Furniture Industries
Milton Road NH Property LLC
Mindset Gurus LLC
MK-Menlo Pleasant Valley LP
MK-Menlo Property Owner LLC
MK-Menlo Property Owner LP
MKR Rite LLC
MMDG LP
Monroe Montrose LLC
Montebello (Edens) LLC
Montecito Market Place Associates
Montgomery Delval Association LP
Moreland Arizona Properties
Morrisville Realty LLC
Mount Vernon Plaza Associates
MROF / SPE III-Marysville LLC
MSF Rach-I LLC
MSF Transit LLC
Mt Lebanon Cooke LP
Musso 3636 LLC
Mutual Properties Ltd.
MV/The Village LLC
N.B. Penn LLC
Namba Enterprises LP
Napoleon 1 LLC
Nashashibi Family Trust, The
National Retail Properties Inc.
Naugatuck Rite LLC
NCI Shaker Heights Ra LLC
NCI Sylvania LLC
New Alpine Investment LLC
New Century Associates Group LP
New Group Gardena LLC
New Wappingers Center Point LLC
New York Methodist Hospital, The
Newark NNN LLC
Newburgh Plaza
Newmar LLC
NFDNY Business Trust
Niagara Avenue San Diego LLC
Nielsen Holdings Inc.
Niki Group LLC, The
Niki Properties LP
Niki Springs LP

NJEC Associates LLC
NKT University Square LLC
Nob Hill Partners LLC
Noho Victory LLC
North Broad Development Co.
North Michigan Hospitality Inc.
North Natomas Town Center LLC
Northern & Parsons LLC
Northern Trust Bank of CA NA
Nostrand Property Owner LLC
Novara Properties LLC
Novato Fair SC
Novogroder Cos. Inc.
Novogroder/Ada LLC
Novogroder/Crestline LLC
Novogroder/Summit LLC
Novogroder/Zanesville LLC
NY Pharmacy Partners LLC
Oakland Real Estate Co. Inc.
Oakshade Regency LLC
OBC Salisbury LLC
OFP Wagrado PA 1 LLC
OFP Wagrado Pa2 LLC
Oh, Jeong In
Oliva, Steven J.
Olive Properties LLC
Oliviera Plaza Spe LLC
Om Lex, Llc; Om Lex 2, LLC
Opportunity Property Development LLC
Orange Square LLC
Orangethorpe DFWU LLC
Oregon Center LLC
Orion Development Ra LXVII LLC
Osborne Associates V LLC
Osborne Associates VI LLC
Osborne Associates VIII LLC
OSJ of Peterborough LLC
Overaa Associates
Overbrook Investment Properties LLC
OW Family - 901 Soquel LLC
Oxford Town Center LLC
P.A.A. Property Acquisitions Associates Ltd.
P2J2 Shadle Associates LLC
Pacific 2017 LLC
Pacific Centers LLC VIII

Pacific Realty Associates LP
Pacific West Coast Properties LLC
Packard Ann Arbor LLC
Pacoima Plaza Partnership
Pan Pacific Properties
Panos Properties LLC
Parisel LLC
Park View Partners
Park, Heysun
Park, Wilson H.
Parkade Investors LLC
Parkville Properties LLC
Pasi Inc.
Pavilion Development One
Pavilion Development Three
Pavillion Development Two
Penn Hills Retail LP
Penton Co.
Pequa Jaz LLC
Perry Place Apartments
Pete Ortiz
Peterkort Towne Square LLC
Petrovich Development Co. LLC
Pfeil Murrel Co. LLC
PFK Partners LP
Phelanra LLC
Philadelphia Retail Trust 1998 LP
PHR Village LLC
Pico - 24th Street LLC
Pine Hollow Associates LLC
Pinewinds Investments LLC
Pinnacle Bellevue Development LLC
Pismo Coast Plaza LLC
Pl Rancho LP
Platt Partners LP
Plaza Edinger LLC
Plewinski & Plewinski Ltd.
Poa J. Associates LP
Port Richmond Development LP
Posel Enterprises
PRH LLC
Prime/Frit Bell Gardens LLC
Princeton Plaza
Pro-Nan VIII LLC
Prudential Properties LLC
Puba Properties

Purepharm LLC
Putnam Plaza LLC
PVB Inc.
QCSI Six LLC
R & H Mission Gorge Ltd.
R. A. C. Wayne LLC
R.A.C. Burton LLC
R.A.C. United LLC
R2K Ranphoh LLC
R2K Raslmoh LLC
Ra 1310 Vasco LLC
Ra Oroville LLC
Ra Stonerook
Ra Stonerook-Morgantown
Ra2 Boise- Overland LLC
Ra2 Encinitas LP
Ra2 Los Angeles-Vermont LP
Ra2 Pasadena LP
Rac Centerline LLC
Rac Greenfield 10 LLC
Raceway Plaza II 2006 LP
Racquet Centre Ltd., The
Rad Belleville LLC
Rad Connellsville LLC
Rad Gem Heights LLC
Rad NY Elmira 2 Property Owner LLC
Rad NY Elmira I Property Owner LLC
Rad Pa Philadelphia Property Owner LLC
Radny1, The
Rafs1, The
Ral1 Acct, The
Rancho Del Mar Center LLC
Randall Benderson 1993-1 Trust
Rap Bellefonte LLC
Rap Dallas LP
Rap East Market York LLC
Rap Etters LLC
Rap Fayetteville LLC
Rap Hamlin LP
Rap Milford LLC
Rap Smyra LLC
Rap Wertzville LLC
Raph1, The
Rapln1, The
Rar2 Queen Anne - Eden Hill
Rared Jaffrey LLC

Ravi, The
Rax Ohpa Owner LLC
Ray, Sanderson J.
Realmarq Corp.
Realty Income Corp.
Realty Income Properties
Realty Income Properties 28 LLC
Realty Income Properties 9 LLC
Realty Income Properties LLC
Realty Income Trust 2
Realty Management Associations
Realty Trust Group Inc.
Regency Centers Corp.
Regency Centers LP
Remhy LLC
Rende LLC
Retail Enterprises LLC
Retail Properties of America Inc.
Retail Site Specialists
Revere Works LLC
Rhoads Avenue Newtown Square LP
RI - Grass Valley LLC
Rich/Cherry LLC
Richard W Craig Revocable LIV
Richfield Associates
Richmond Shopping LLC
Right Holdings LLC, The
Rising Phoenix Group Corp.
Rite Dunmore LLC
Riteoh LLC
River Oaks II LLC
Riverbay Corp.
Riverdale Park Associates
Riverside Knolls Ltd.
Robins Carlsbad LLC
Roger Curry Properties LLC
Roic California LLC
Roic Four Courner Square LLC
Roic Oregon LLC
Roic Paramount Plaza LLC
Roic Washington LLC
Rongrant Associates LLC
Rosedale Bay Investments LLC
Rowland Ranch Properties LLC
Roy & Roberta Josepho Trust
RP 121 LLC

RSS Center LLC
RW Rad Roseburg LLC
Rx Brooklyn Owners LLC
Rx Cambridge Investors LLC
Rx Compton Investors DBT
Rx First LLC
Rx Hermiston Investors LLC
Ryba Real Estate Inc.
S & H VA Beach LLC
S & N Hotel LP
S & P Investments
S Davis Real Estate Holding LLC
S&S Singh Partners
Saj LLC
Sakioka Farms
Santiago Holdings LLC
Sara & Benny Realty Corp.
Sarnia Seacoast LLC
Sather Gate Partners LLC
Saticoy Plaza LLC
Schwab Child 2016 Irrevocable Trust
Schwartz Halfmoon Association
SDG-Columbiana LLC
Seaford Commercial 28 LLC
Second Avenue Ra LLC
Sendero Retail LLC
Series IV Channel Island Business
Serluco, Michael A.
Service Properties Trust
Sha Anaheim Investment LLC
Shadrall New Brunswick LP
Shaw's Supermarkets Inc.
Shelanu LLC
Shopcore Properties
Shops at Halfmoon LLC, The
Si 38 LLC
Sievers, James
Sievers, Julee
Silverado Partners LLC
Simpson-Ferry LLC
SKBB Investment Corp.
SKD Construction Co. LLC
Skyland LLC
Skyline-Fri 8 LP
Slack & Winzler Properties
SLF Properties LLC

Sligo Realty & Service Corp.
SLO LLC
SN Investment Properties LLC
Sopher, Marilyn
South Bay Properties LLC
Southern Boulevard Realty LLC
SP Lakeview LLC
Spirit Ek Easton PA LLC
Spirit Ek Vineland NJ LLC
Spirit Ra Defiance OH LLC
Spirit Ra Glassport PA LLC
Spirit Ra Lima OH LLC
Spirit Ra Plains PA LLC
Spirit Ra Wauseon OH LLC
Sps I LLC
Sps Properties LP
Sps Realty III LLC
Sri Aushada LLC
Sri Ratna III LLC
Standing, Michael J.
State College Joint Venture
State Street Partners LLC
Stephen Investments Inc.
Sterling Group Asset Managemtn LLC
Sterling HP LLC
Stonebrier Commercial LP
Stonewood Family Partnership
Stop & Shop Supermarket Co. LLC, The
Suburban Park Development Association
LLC
Summerdale Plaza LLC
Summit Apartments Inc.
Sun Enterprises LLC
Sundance Plaza LLC
Sunquitz SWC LLC
Surapaneni Fresno Properties LLC
Suso 4 Gainsborough LP
SVN Real Estate LLC
SVSC Holdings LP
Swartz Creek LLC
Sweetbay Properties LLC
Sycamore Street Corner LLC
Tac Properties LLC
Taco Aide LLC
Tandem Equities LLC
Tanklage Family LP II

Tanklage Family LP II LLC
Tanklage Family Partnership
Tanklage, Lynne
Tanz Holdings LLC
Tau Atlantic LLC
Tennington Associates LP
Tiffin Ra LLC
Tijsma LLC
Tinton Falls Associates LLC
Tolson Investments
Toni A Dimiceli Revocable Trust
Town Square Partners LLC
Trail Investors
Transpacific Corp.
Tri Star of Middletown LLC
Tri W Enterprises Inc.
Triangle Town Center NW LLC
Triple Crown Corp. Inc.
Trisina LLC
Tri-Star Drexel Hill LP
Tromble, Rick A.
Troy Plaza Associates
Tsang Enterprises LLC
Tsang, Hubert
Tsern, John F.
Tumber, Gurshinder
Turabdin Realty LLC
Turner Island Farms
UB Putnam LLC
Union Development Co. Ltd.
Union Real Estate Co.
Union Square Marketplace
University Plaza Associates LLC
University Village LP
Urstadt Biddle Properties Inc.
USRP I LLC
Valley Mall LLC
Vasu SPE 2 LLC
Vaughan Village LLC
Vedres Family Investment Partnership LP
Venango Street Realty LLC
Ventimiglia, Giuseppe
Vereit Real Estate LP
Verrazano Builders LLC
Viola's Food Stores Inc.
Voyage - VA Beach LLC

Wall Realty 1017 - 1020 LLC
Walro Realty Co.
Washington Garden I LP
Washington Restaurant Prop
Washington Town Center LLC
Watch Hill Cafe LLC
Waterford Ra LLC
Waterville I LLC
Watt La Verne LLC
WC Properties (Edens) LLC
Wec 97K-29 Investment Trust
Wec 98D-28 LLC
Wec 98D-30 LLC
Wec 98G 1 LLC
Wedgewood No. 9 LP
West Grove Square Associates LLC
Westbelt Country Prop Ltd.
Westchester Plaza Holdings LLC
Westgate Enterprises LLC
Westgate Village Retail LLC
Westside Sedro Woolley LLC
Whitehall Equities LLC
Whitehouse Mall LLC
Wig Properties LLC - LKPV
Wilderness Maple Valley LLC
Wilmington Patterson Ltd.
Wilshire Union Center LP
Winbrook Management LLC
Winick Gardens LLC
Wohl, James P.
Woodbine Property Association LP
Woodside Plaza Partners LP
Woodward Square LLC
Worchell Trust
Worthington Real Estate LLC
Wpc 162nd LLC
Wri Alliance Riley Venture
Wri West Gate South LP
Wri Western Queen Anne LLC
Xinshijie Investment LLC
Xyli LLC
Yelm Partners LLC
York Street Associate LP
Ypi Pennsylvania LLC
Zentmyer Properties II LLC
Zfp Co. LLC

SCHEDULE 1(j)

Litigation Parties

Andrews, Imari
Arias Sanguinetti Wang & Torrijos LLP
Blue Cross Blue Shield Association
Centene Corp.
Cobb, County of (GA)
Durham, County of (NC)
Figueroa, Luis
Humana Inc.
John Hancock Life Insurance Co.
Kading Briggs LLP
Levin Papantonio Rafferty
Mara Law Firm PC
Montgomery, County of (OH)
Motley Rice LLC
Napoli Shkolnik PLLC
Nassau, County of (NY)
Sandoval, Elario
Simmons Hanly Conroy LLP
Suffolk, County of (NY)
Wellcare
West Virginia, State of

SCHEDULE 1(k)

Notice of Appearance

1199 Seiu Employer Child Care Fund	CP Grellas Partnership
1199 Seiu Health Care Employees Pension Fund	Culver Tropical Gardens Co. LP
1199 Seiu League Training & Upgrading Fund	D&S Paradise Property & Investments LLC
1199 Seiu United Healthcare Workers East	Dann Law Firm PC, The
12 Church Street Associates LLC	DLA Piper LLP (US)
1912-20 Arch Street Associates LP	Dollar Tree Stores Inc.
Alston & Bird LLP	Duane Morris LLP
American Greetings Corp.	Duquesne Light Co.
And Wri Western Queen Anne LLC	Duracell Distributing LLC
Arentfox Schiff LLP	Emmet Marvin & Martin LLP
Ballard Spahr LLP	Fairview Shopping Center LLC
Bank of New York Mellon Trust Co., The	Family Dollar Stores LLC
Bayard PA	Federal Realty OP LP
Bayview Associates	Ferryport Wings LLC
Beiersdorf Inc.	FGX International Inc.
Belkin Burden Goldman LLP	Flowers Foods Inc.
Berkley Insurance Co.	FNRP Realty Advisors LLC
Bernstein-Burkley PC	Forest Valley Station LLC
Bielli & Klauder LLC	Fox Rothschild LLP
Blank Rome LLP	French Transit Ltd.
Borges & Associates LLC	Fundamentals Co. LLC
Brandpoint	Gateway at Donner Pass LP
Braverman Kaskey Garber PC	Goldenberg Group, The
Brixmor Operating Partnership LP	Goodwin Procter LLP
Brown & Connery LLP	Greenbaum Rowe Smith & Davis LLP
Brown McGarry Nimeroff LLC	Greenberg Traurig LLP
Brown, Erika	GSK Consumer Healthcare Services Inc.
Brown, Kevin	Hanover Insurance Co., The
BT Abington LLC	Harrison Pointe Station LLC
Buchalter PC	Hinckley Allen & Snyder LLP
Capehart & Scatchard PA	Hinman Howard & Kattell LLP
Cardinal Health 110 LLC	Holland & Hart LLP
Center Plaza LP	Hy-Point Dairy Farms
Centerpoint Main Street LLC	Independence Plaza SC LLC
Certilman Balin Alder & Hyman LLP	Intercept Interactive Inc.
Chiesa Shahinian & Giantomasi PC	International Fidelity Insurance Co.
Cohen Weiss & Simon LLP	IRE Torresdale LLC
Commission Junction LLC	Irvine Company Revere Works LLC
Computershare Trust Co. NA	Jasue LLC
Conopco Inc.	Jones Day
	K Logix LLC
	Kamara, Jean

Kaplin Stewart Meloff Reiter & Stein PC
Kilpatrick Townsend & Stockton LLP
KK Great Neck 2470 LLC
Klehr Harrison Harvey Branzburg LLP
Kurtzman | Steady LLC
Lamb 79 & 2 Corp.
Law Offices of Andy Winchell PC
Leech Tishman Robinson Brog PLLC
Leo Burnett Co. Inc.
Leo Burnett USA
Levin Management Corp.
Levy Ratner PC
Lifescan Inc.
Linda Mar SC LP
Locke Lord LLP
Loyal Plaza SC LLC
Loyal Plaza SC Tic 1 LLC
Loyal Plaza SC Tic 10 LLC
Loyal Plaza SC Tic 11 LLC
Loyal Plaza SC Tic 12 LLC
Loyal Plaza SC Tic 2 LLC
Loyal Plaza SC Tic 3 LLC
Loyal Plaza SC Tic 4 LLC
Loyal Plaza SC Tic 5 LLC
Loyal Plaza SC Tic 6 LLC
Loyal Plaza SC Tic 7 LLC
Loyal Plaza SC Tic 8 LLC
Loyal Plaza SC Tic 9 LLC
Lundy Beldecos & Milby PA
Mag II Morrell Plaza LP
Marshack Hays Wood LLP
Mascot LLC
Masue LLC
McElroy Deutsch Mulvaney & Carpenter
LLP
McKesson Corp.
McManimon Scotland & Baumann LLC
MDB Landmark LLC
Medimpact Healthcare Systems Inc.
Menashe Properties
MF Associates of New York LLC
MK Capital Partners Gg LLC
Morgan, Courtney L., Esq.
Morrow, Benjamin
Morrow, Kyra
Nathan Jeffrey LLC

National Realty Corp.
Nest International Inc.
New Wappingers Centerpoint LLC
Niagara Bottling LLC
Njec Associates LLC
Norris McLaughlin PA
Novato Fair Shopping Center LLC
Offit Kurman PA
Pan Pacific (Jefferson Square) LLC
Papyrus-Recycled Greetings Inc.
Pension Benefit Guaranty Corp.
Philadelphia, City of (PA)
Phillips Edison & Co.
PK II Larwin Square SC LP
PK II Milwaukie Marketplace LLC
PMC Property Group Inc.
Polsinelli PC
Rad Connellsville LLC
Ramundo, Clifford J.
Rancho Penasquitos Towne Center II LP
RhinoSystems Inc.
Riker Danzig LLP
Robert Marin & Celeset De Schulthess
Marin Family Trust
Romano Garubo & Argentieri
Rosenberg & Estis PC
Rosin, Samuel L., Esq.
S&D Law
Salter McGowan Sylvia & Leonard Inc.
Santiago Holdings II LLC
Saul Ewing LLP
Saxton & Stump LLC
Schenck Price Smith & King LLP
Selig, Stefan M.
Seqirus USA Inc.
Series IV, Channel Island Business Mart of
the Wolf Family Series LP
Shapiro Croland Reiser Apfel & Di Iorio
LLP
Sidley Austin LLP
Simon Property Group Inc.
Sirlin Lesser & Benson PC
SP Lakeview LLC
Spirit Realty Capital Inc.
Starcom Worldwide Inc.
Stark & Stark PC

State Street Partners LLC
Stericycle Environmental Solutions Inc.
Sterling Group Asset Management LLC
Stradley Ronon Stevens & Young LLP
Summerdale Plaza Tic 1 LLC
Summerdale Plaza Tic 2 LLC
Summerdale Plaza Tic 3 LLC
Tayman Lane Chaverri LLP
Thompson & Thompson LLC
Trainor Fairbrook
Trust For The Benefit of Catherine M. Levin
Tucker, Ronald M., Esq.
United Food & Commercial Workers
United States, Government of the,
Department of Justice, Civil Division

United States, Government of the, Office of
the U.S. Attorney
Valinoti Specter & Dito LLP
Walker, Cheron
Waters, Derek
Waters, Vanessa
Weingarten Nostat LLC
Westerman Ball Ederer Miller Zucker &
Sharfstein LLP
Western Union Financial Services Inc.
Willowbrook Center Partnership
Wolf Rifkin Shapiro Schulman & Rabkin
LLP
Wollmuth Maher & Deutsch LLP
Womble Bond Dickinson (US) LLP
Yoko C. Gates Trust

SCHEDULE 1(l)

Official Committee of Tort Claimants

Andrews & Thornton Attorneys at Law, A Law Corp.

Barney, Thompson

Bevan & Associates LPA Inc.

Blankenship, Sandra

Blue Cross Blue Shield Association

Borkowski, Alphonse

Erie County Medical Center Corp.

Halperin Battaglia Benzija LLP

Joseph D. Hall & Associates LLC

Kanner & Whiteley LLC

Masiowski, Michael, MD

Maune Raichle Hartley French & Mudd LLC

Parsons, Andrew

Paul S. Rothstein PA, Law Offices of

Pfalzgraf, Rupp

Pforr, Karen

Rawlings & Associates PLLC

Valega, Rita

Zailo, Nancy

SCHEDULE 1(m)

Ordinary Course Professionals

Altman Blitstein & Wayne
Analysis Group Inc.
Andersen Tax
Anderson Crawley & Burke PLLC
Ankura Consulting Group LLC
Appriss Health Holdings Inc.
Baker Hostetler LLP
Baker Tilly
Baraban & Teske
Barnes & Thornburg LLP
Barnwell Whaley Patterson & Helms LLC
Batten Lee PLLC
Boyle Shaughnessy & Campo PC
Brenner Saltzman & Wallman LLP
Bybel Rutledge LLP
Capitol Counsel LLC
Carlin Edwards Brown PLLC
CBIZ Risk & Advisory Services LLC
Center City Legal Reproductions Inc.
Chartwell Law Offices LLP
Chase Law Group PC
Chock Barhoum LLP
Cipriani & Werner PC
Clark Hill PLC
Conway Stoughton LLC
Cozen O'Connor
Crowe & Dunlevy
Davis Polk & Wardwell LLP
Davis Wright Tremaine LLP
Diepenbrock & Cotter LLP
Donnelly & Associates PC
Dorf Nelson & Zauderer LLP
Dummit Buchholz & Trapp
Epstein Becker & Green PC
Ethico BV
Faegre Drinker Biddle & Reath LLP
Foley & Lardner LLP
Fraud Fighters Inc.
Freeman Mathis & Gary LLP
Galloway Johnson Tompkins Burr & Smith
A plc
Garubba, Alan P.

Genova Burns LLC
Genpact UK Ltd.
Goldberg Segalla LLP
Goldwasser & Chan LLP
Golkow Litigation Services LLC
Grimm Vranjes & Greer LLP
Hangley Aronchick Segal Pudlin & Schiller
Hanna Brophy Maclean McAleer & Jensen
LLP
Holland & Knight LLP
Houlihan Lokey
Hunton Andrews Kurth LLP
IQVIA Ltd.
J&H Marsh & McLennan Inc.
Jackson Lewis LLP
Joseph Greenwald & Laake PA
Kalbaugh Pfund & Messersmith PC
Kaufman Borgeest & Ryan LLP
Klein Hockel Iezza & Patel PC
Kulick Law LLC
Lagasse Branch Bell & Kinkead LLP
Language Line Services Inc.
Language Scientific Inc.
Law Office of Wayne C. Arnold
Law Offices of Drew D. Helms
Leake Anderson & Mann LLP
Lee, Agnes S.
Legal Bill Review Inc.
Lewis Gianola PLLC
LexisNexis
M3 Consulting Inc.
Macro-Pro Inc.
Magna Legal Services LLC
Manko Gold Katcher & Fox LLP
McCandlish Holton PC
McKool Smith
McManus Law PLLC
Milliman Inc.
Morgan Lewis & Bockius LLP
Murphy Sanchez PLLC
Murtha Cullina LLP
MWW Group LLC

Navex Inc.
Norton Rose Fulbright US LLP
Ogletree Deakins Nash Smoak & Stewart
PC
Park Strategies LLC
Parr Brown Gee & Loveless PC
Petrucelli Martin & Haddow LLP
PricewaterhouseCoopers LLP
Raven & Kolbe LLP
RSM US LLP
Seward Square Group LLC
Silvester & Kappes
Skadden, Arps, Slate, Meagher & Flom LLP
Smith Sovik Kendrick & Sugnet PC
Sobel Pevzner LLC
Stone Crosby PC
Sturgill Turner Barker Moloney PLLC
ThinkLP
Thomas Ayoob III & Associates LLC
Tiffany & Bosco PA
Troutman Pepper Hamilton Sanders LLP
Tucker Ellis LLP
Vaughan Baio & Partners LLC
Ventiv Technology Inc.
Veritext LLC
Vorys Sater Seymour & Pease
Walker Murphy & Nelson LLP
Watkins & Eager PLLC
Wyatt Tarrant & Combs LLP
Zimmer Kunz PLLC

SCHEDULE 1(n)

Potential Participants in Sales Process

[Confidential]

SCHEDULE 1(o)

Significant Competitors

CVS Health Corp.
Target Corp.
Walmart Inc.

SCHEDULE 1(p)

Surety & Letters of Credit

3 Phases Renewables Inc.	Kentucky, Commonwealth of, Perry Circuit Court
5400 Perry Drive LLC	Lancaster 1773 MZL LLC
601 Chelsea Owner LLC	Long Island Lighting Co.
7245 Henry Clay LLC	Louisiana, State of
Ace American Insurance Co.	Maryland, State of, Board of Pharmacy
Allegheny, County of (PA), Department of Public Works	Maryland, State of, People of the State
Altmaier, David	Mckinsey & Co. Inc.
American Guarantee & Liability Insurance Co.	Metropolitan Transportation Authority
American International Group Inc.	Mitchell Insurance Inc.
Applied Risk Services Inc.	Nashville Electric Service
Arizona, State of	Nevada, State of
Arizona, State of, Board of Pharmacy	New Hampshire, State of
Arkansas, State of, Insurance Commissioner	New Mexico, State of
Arrowood Indemnity Co.	New York, State of
Athens-Clarke, County of (GA), Unified Government of	New York, State of, People of the State
Baltimore Gas & Electric Co.	North Dakota, State of, Department of Insurance
Bank of America	Ohio State Lottery Commission, The
Berkley Insurance Co.	Ohio, State of
Billings Public Schools	Oklahoma, State of
California, State of	Oregon, State of
California, State of, Board of Pharmacy	Oregon, State of, Board of Pharmacy
California, State of, Department of Industrial Relations Self-Insurance Plans	Pacific Gas & Electric Co.
Centers For Medicare & Medicaid Services	Peco Energy Co.
Centers For Medicare & Medicaid Services	Pennsylvania, Commonwealth of
National Supplier Clearinghouse	Pennsylvania, Commonwealth of, Department of Transportation
Champion Energy Services LLC	Portland General Electric Co.
Chubb Global Casualty	RLI Group
Connecticut Lottery Corp.	San Diego Gas & Electric Co.
Connecticut, State of	South Carolina, State of
Consolidated Edison Company of New York Inc.	South Carolina, State of, Department of Consumer Affairs
Constellation NewEnergy Inc.	South Dakota, State of
Delmarva Power & Light Co.	Southern California Edison Co.
Georgia, State of	Texas, State of, Department of Insurance
IAT Insurance Group Inc.	Travelers Indemnity Co.
Illinois, State of, People of the State	United States Postal Service
Iowa, State of	United States, Government of the, Department of Homeland Security, Bureau of Customs & Border Protection
Kansas, State of	Utah, State of
Kansas, State of, Attorney General	

Virginia Dominion Power
W.R. Berkley Group
Washington, State of
Wells Fargo Bank
West Penn Power
West Virginia, State of
Wisconsin, State of, Commissioner of Insurance
Woodland 1774 MZL LLC
Zurich American Insurance Co.

SCHEDULE 1(q)

Taxing Authorities & Governmental Agencies

Federal Trade Commission

U.S. Consumer Product Safety Commission

United States, Government of the, Department of Health & Human Services, Food & Drug Administration

United States, Government of the, Department of Justice, Drug Enforcement Administration

SCHEDULE 1(r)

Top 50 Creditors

Bright Health Plans
CVS Health Corp.
Gallagher Pharmacy Alliance
Humana Health Plan Inc.
Schmuckley, Lloyd F., Jr.
US Bank Trust Co. NA
Virginia Premier Healthplans

SCHEDULE 1(s)

U.S. Trustee Office

Alfaro, Adela
Ardelean, Kirsten K.
Arendas, Francayne D.
Artis, Michael
Bielskie, Lauren
D'Auria, Peter J.
Gerardi, David
Green, Tia
Hildebrandt, Martha
Kern, Joseph C.
Kropiewnicki, Daniel C.
McGee, Maggie
Nikolinos, Alexandria
Oppelt, Tina L.
Ortiz-Ng, Angeliza
Schneider, Robert J. Jr.
Shaarawy, Adam
Sponder, Jeffrey
Steele, Fran B.
Stives, James
Ziemer, William J.

SCHEDULE 1(t)

UCC Members

Benderson Development Co. LLC
Computersharetrust Co. NA
Humana Health Plan Inc.
McKesson Corp.
Mcs Advantage Inc.
Pension Benefit Guaranty Corp.
Realty Income Corp.
United Food & Commercial Workers International Union

SCHEDULE 1(u)

Unions

IBT Local 614
IBT Local 63
IBT Local 630
IIWU Local 26
IUOE Local 501
SEIU 1199
UFCW Local 1059
UFCW Local 1167
UFCW Local 135
UFCW Local 1428
UFCW Local 1442
UFCW Local 1776
UFCW Local 21
UFCW Local 324
UFCW Local 360
UFCW Local 5
UFCW Local 75
UFCW Local 770
UFCW Local 8
UFCW Local 8 Golden State
UFCW Local 876
UFCW Local 880
UFCW Local 951

SCHEDULE 1(v)

Utilities

3 Phases Renewables	Portland General Electric Co.
AES Ohio	PPL Electric Utilities
American Electric Power Co.	PSEG Long Island
Amerigas	Public Service Electric & Gas Co.
AT&T Inc.	Puget Sound Energy
Atlantic City Electric	Riverside Public Utilities California
Avista Utilities	Rocky Mountain Power
Baltimore Gas & Electric Co.	Sacramento Municipal Utility District
Centurylink	Seattle, City of (WA), Light
Champion Energy	Snohomish County Public Utility District
Charter Communications	Southern California Edison Co.
Columbia Gas	Southern California Gas Co.
Consolidated Edison Inc.	Tacoma, City of (WA), Public Utilities
Constellation NewEnergy Inc.	Toledo Edison Co.
Consumers Energy	UGI Energy Services LLC
Delmarva Power & Light Co.	UGI Utilities Inc.
Dominion Energy	United Illuminating Co.
DTE Energy Co.	Waste Management Inc.
Engie Power & Gas LLC	West Penn Power
Engie Resources	
Eversource Energy	
Expedient Holdings USA LLC	
Idaho Power	
Illuminating Co., The	
Imperial Irrigation District California	
Jersey Central Power & Light	
Level 3 Communications LLC	
Liberty Energy Utilities New Hampshire Corp.	
Los Angeles, City of (CA), Department of Water & Power	
Metropolitan Edison Co.	
National Grid plc	
New York State Electric & Gas Corp.	
NW Natural	
Ohio Edison Co.	
Pacific Gas & Electric Co.	
Pasadena Water & Power	
PECO	
Penn Power	
Pennsylvania American Water Co.	
Pennsylvania Electric Co.	
Philadelphia, City of (PA), Water Revenue	

SCHEDULE 1(w)

Vendors

1010data Services LLC	AmWINS
1093 Group LLC	Analysis Group Inc.
29555 SW Ferry Road Co. LLC	Andover Cos.
340B Holdings LLC	Anheuser Busch Sales of Central LA
340Basics	Anheuser-Busch
3M	AnovoRx Group LLC
4628 Group Inc.	Apothecary Products LLC
71-14 Austin LLC	Apthorp Pharmacy
9274 Group Inc.	Arctic Glacier USA Inc.
Abarta Coca-Cola Beverages LLC	Arete Pharmacy Network LLC
Abbott Labs	Arizona Beverages USA LLC
Abbott Nutrition	Armstrong Pharmaceuticals Inc.
Abbott Rapid Dx North America	Ascent Consumer Products Inc.
AbbVie Inc.	ASO Corp.
Absolute Pharmacy Inc.	Astiva Health Inc.
Academy Fire Protection	Aurobindo Pharma USA Inc.
Accredo Health Group Inc.	Avalon Integration Inc.
ACON Laboratories	Avella Specialty Pharmacy Inc.
Adobe Inc.	Avis Budget Group Inc.
ADT Commercial LLC	Avita Drugs LLC
Advance Beverage Co.	Axium Healthcare Puerto Rico
AEP	Balden Towne Plaza LP
Agency Within LLC	Balzac Properties II
Ahold USA Pharmacy	Barcel USA
AIDS Healthcare Foundation	Base4 Ventures LLC
AJM Packaging P/U	Bausch & Lomb Americas Inc.
Albertsons	Bayer Healthcare LLC
Alcon Laboratories Inc.	Beeline Import & Services LLC
Alivia Specialty Pharmacy	Beiersdorf Inc.
Allergan Optical	Berry Global
Allstar Products Group LLC	Beverage Works New York, The
Alterwood Advantage	BI Worldwide
Amber Specialty Pharmacy	BIC Corp.
Ambulatory Care Pharmacy	Big Geyser Inc.
American Greetings Corp.	BILH Specialty Pharmacy
American Health Management Services Inc.	Bimbo Foods Inc.
American International Industries	Biologics By McKesson
American Licorice Co.	BioPlus Specialty Pharmacy Services LLC
American Maritime Officers Medical Plan	Bio-Reference Laboratories Inc.
American News Co.	BioRx LLC
AmerisourceBergen	Blessing Hospital
AmPharm LLC	Bloem LLC

Bloom Roofing Systems Inc.
Blue Buffalo Co. Ltd.
BlueSoho
BMC Software Inc.
Boiron SA
Boston Accountable Care Organization
Boston Medical Center
Brinks Inc.
Broadpath LLC
C.R. England Inc.
Caldara & Sons Contracting Inc.
California Dairies Inc.
California, State of, Employment Development
Department
Campbell Sales Co.
Candle-Lite Co. LLC
CaptureRx
Cardinal Health 110 Inc.
Cardlytics Inc.
Care N' Care Insurance Co. Inc.
Career Start LLC
Careerstaff Unlimited Inc.
Caremark LLC
Carewisc.org
Carroll Independent Fuel Co. Inc.
Carter Intralogistics
Cascade Wholesale Hardware Inc.
Cashco Distributors Inc.
Cass Information Systems Inc.
Catalina Marketing Corp.
Catholic Health Services Inc.
Catholic Health Services of Long Island Inc.
CCBCC Operations LLC
CDW Direct LLC
Celsius Holdings Inc.
Centor Inc.
Change Healthcare Inc.
Chartwell Pennsylvania LP
Chattem Inc.
Checkpoint Systems Inc.
Church & Dwight Co. Inc.
Classic Jerky Co., The
Clorox Co., The
Clorox Sales Co., The
Clover Farms Dairy Co.
Coca-Cola Co., The

CoHo Distributing LLC
Colgate-Palmolive Co.
Comanche County Hospital Authority
Combe Inc.
Commercial Traffic Co., The
Community Healthcare System Inc.
Compass Health Brands Corp.
ConAgra Snack Foods Group
Conair Corp.
Concentric Health Alliance Inc.
Conception Pharmacy LLC
Conduent Human Resources Services LLC
Connecticut, State of, Commissioner of
Revenue Services
Conopco Inc.
Consolidated Solutions Inc.
Continental American Insurance Co.
Coolsys Light Commercial Solutions
Core BTS Inc.
Core Mark
Costco Pharmacies
Cotiviti Inc.
Coty Beauty
Cox Health
CPUS 601 Chelsea Road LP
Craig Electronics Inc.
Create A Treat Ltd.
Crest Beverage LLC
CrossCom National LLC
CSL Seqirus
Cushman & Wakefield plc
CVS Procare Pharmacy Inc.
D. Thomas & Associates Inc.
Daktronics Inc.
Danville, City of (IL)
Dartmouth-Hitchcock Pharmacy
Dave's Construction Service Inc.
Deaconess Health System Inc.
Delaware, State of
Delaware, State of, Division of Revenue
Deloitte & Touche LLP
Delta Dental of Pennsylvania
Dematic Corp.
Diebold Nixdorf Inc.
Direct Beauty LLC
Discount Drug Mart Inc.

Divisions Inc.
Donaghy Sales Inc.
DoorDash Inc.
Dora's Naturals Inc.
Double H Plastics Inc.
Dove Contracting Inc.
Dr. Pepper/Seven Up Inc.
Dr. Reddy's Laboratories Inc.
Drylock Technologies Ltd.
Duke Realty LP
Dunnhumby Inc.
Duracell Distributing Inc.
E. Mishan & Sons
E.L.F. Cosmetics Inc.
East Bay Drayage Drivers Security Fund
Echostar Corp.
Eclipse Advantage LLC
Edgewell Personal Care Brands LLC
Edgewell Personal Care Co.
Eillien's Candies Inc.
Elder Care Pharmacy Inc.
Element Fleet Corp.
Elizabeth Arden Inc.
Ellume USA LLC
Emerson Healthcare LLC
Employee Painters Trust
Emson
Encompass RX
Energizer Personal Care LLC
ENGIE Impact
ENGIE Insight Services Inc.
Envision Insurance Co.
Epic Pharmacy Network Inc.
Epic Pharmacy PLLC
Equity Residential Management LLC
Ernst & Young LLP
Essendant Co.
Essentia Water
Eversana Life Science Services LLC
Exact Care Pharmacy LLC
Excell Marketing LC
Experian plc
Express Scripts Specialty Distribution Services
F&F Construction Inc.
Facebook Inc.
FacilitySource Inc.

Farmacia del Carmen
Farmacia del Pueblo
Farmacia Marie
Farmacia Marisel
Farmacia Nueva
Farmacia San Antonio
Farmacia San Luis
Farmacia San Rafael
Farmacias Plaza
Ferrara Candy Co.
Ferrara Pan Candy
Ferrellgas LP
Ferrero USA Inc.
Fertility Pharmacy of America
FGX International
Fiji Water Co. LLC
Fintech Alcohol
First Advantage Background Services
First Quality Consumer Products
First Symetra National Life Insurance Co. of
New York
Flipp Corp.
FLP LLC
Forrest General Hospital
Forum Extended Care Services Inc. II
Forvis LLP
Foundation Consumer Healthcare
Four B Corp.
Frankford Candy & Chocolate Co.
Frank-Lin Distillers Products
Fred Hutchinson Cancer Center South Lake
Union
Fresenius Medical Care
Fresenius Medical Care Pharmacy Services Inc.
Fresno Unified School District (CA)
Frito-Lay Inc.
FUJIFILM North America Corp.
Galderma Laboratories LP
Gallo Sales Co.
Garda CL West Inc.
Geisinger Specialty Pharmacy
General Foods Corp.
General Mills Inc.
Genoa Healthcare Co. LLC
Genoa Healthcare LLC
Genzyme Corp. Inc.

Geri-Care Pharmaceuticals Corp.
Gerresheimer AG
Ghirardelli Chocolate Co.
Giant Eagle Inc.
GlaxoSmithKline
GMS Benefits
GNC Brand
Golden Grove Trading Inc.
GoodRx Inc.
Google Inc.
Gracious Living Corp.
Great Lakes Coca Cola
Greenville Hospital System
Greenwood Brands LLC
Guam SDA Clinic Pharmacy
Guidepoint LLC
Halfon Candy Co. Inc.
Hannaford Bros. Co. Inc.
Harbor Distributing LLC
Haribo of America Inc.
Havas Worldwide New York Inc.
HCL America Inc.
HCL Tech Corp. Services Ltd.
HealthTeam Advantage
HEB Grocery Co. LP
Hecny Group
Hecny Transportation
Heimark Distributing Co.
Henkel Corp.
Herjavec Group Corp., The
Herr Foods Inc.
Hershey Chocolate
Hexaware Technologies Inc.
HFC Prestige International US LLC
High Ridge Brands Co.
Highmark Pennsylvania
Hitachi Vantara LLC
Hollywood III Construction Inc.
HoMedics
Honest Co. Inc., The
Honsha Inc.
Hormel Foods Corp.
Hudson RPM Distributors LLC
Hughes Network Systems Inc.
Hyland's Inc.
Ibew Local 351

Iconex LLC
Iconcontrol Systems USA LLC
Idaho, State of, State Tax Commission
IdeaVillage Products Corp.
Igloo Corp.
I-Health
Imagine 360
Imperial Health Plan
InComm
Infinium Pharmacy
Infosys Ltd.
Inmar Rx Solutions Inc.
Insight Direct USA Inc.
Instacart
Integrated Image Inc.
Integrity Rx Specialty Pharmacy LLC
Inteplast Group Ltd.
International Business Machines Corp.
International Wholesale
Intrust Financial Corp.
Iovate Health Sciences International Inc.
Iron Mountain Inc.
Ironworkers Intermountain Health & Welfare Fund
Irvine Co.
Irving Consumer Products Inc.
Irwin Naturals
Jack & Jill Ice Cream
Jack & Roberta Bernbaum Trust
JB Hunt Transport
JB Poindexter & Co. Inc.
JE Dunn Construction
John B Sanfilippo & Son Inc.
Johnson & Johnson Consumer Inc.
Johnson, County of (KS)
Jones Lang Lasalle Americas Inc.
Just Born Inc.
Kamin Realty
Kao USA Inc.
Kayser-Roth Corp.
KAZ Inc.
Kehe Distributors LLC
Kellogg Co.
Kellogg Snacks
Khasigian Properties LP
Kimberly Clark Corp.

Kind Healthy Snacks
King's Pharmacy LLC
Kinney Drugs Inc.
Kiss Products Inc.
Kmart Corp.
Knapheide Manufacturing Co., The
Kokie Cosmetics Inc.
Korn Ferry (US)
Kraft Foods Group Inc.
Kroger Co., The
K-VA-T Food Stores Inc.
L&R Distributors Inc.
L. Perrigo Co. Inc.
Labor Alliance Managed Trust
Laborers' District Council Of Ohio
Lafourche Parish School Board Inc.
Landsberg Orora
Lasko Metal Products
Lawrence Memorial Hospital
Legacy Group Enterprises Inc.
Leggett & Platt Inc.
Leo Burnett Co. Inc.
LePage's Inc.
LexisNexis Risk Solutions Inc.
Liberty Coca-Cola Beverages LLC
Liberty Medical Inc.
LifeScan Inc.
LifeTree Pharmacy
Lindt & Spruengli Inc.
Link Snacks Inc.
Living Essentials
LNK International Inc.
LogicSource Inc.
Longs Drug Stores Corp.
L'Oreal Paris
L'Oreal, Active Cosmetics Division
Los Angeles, County of (CA), Tax Collector
Lucas, County of (OH), Treasurer
Ludwick, Charles Alvin
Lynnfield Compounding Center Inc.
M&M Mars Associates
Mac Rx LLC
Mandell's Pharmacy
Manhattan Associates Inc.
Manhattan Beer Distributors LLC
Marc Anthony Cosmetics Ltd.

Markstein Beverage Co. Inc.
Markwins Beauty Products Inc.
Marsh USA Inc.
Maruyasu, Curtis
Maryland, State of, Comptroller
Maryland, State of, Office of the Comptroller
Massachusetts Medicaid
Mattel Toys
Matthews International Corp.
Maxor Specialty Pharmacy
MaxorPlus Ltd.
Mayer Bros. Apple Products Inc.
MC Sign Co. Inc.
McKesson Drug Co.
McKesson High Volume Solutions
McKesson Specialty
McKinsey & Co. Inc.
MCS Advantage Inc.
MDR Encino Pharmacy
MDR Westwood Center Pharmacy
Mead Johnson
Medical Card System
Medical Security Card Co.
Medicine Shoppe Pharmacy, The
Medicine Shoppe, The
MediSense
Medline Industries Inc.
Medplus - A Plus Pharmacy
MedRx Pharmacy
MedTech Labs
Meijer Pharmacy Receivables
Mercy Health Accountable Care Organization
Method Products Inc.
Metro Drug
Metro One LPSG Inc.
Michigan, State of, Department of Treasury
Microlife USA Inc.
Microsoft Corp.
Middletown City School District (NY)
Midway Importing Inc.
Missouri State University
MJ Morgan Group
MK-Menlo Property Owner LLC
MOJO PSG US LLC
Mo-Kan Sheet Metal Workers
Mondelez Global LLC

Moody's Investors Service
Morgan Lewis & Bockius LLP
Mu Sigma Business Solutions
Murfreesboro, City of (TN)
MUSC Hollings Cancer Center Pharmacy
MWW Group LLC
My Choice Wisconsin
Naples Processing Services
National Janitorial Solutions
National Pharmacy of Mississippi
Natrol LLC
Nature Made - Pharmavite
Nature's Bounty Inc.
NeilMed Pharmaceuticals Inc.
Neo G USA Inc
Nestle Purina Petcare Co.
Nestle USA Inc.
Nestle Waters North America
Nestles Food
NetJets Aviation Inc.
New Albertson's Inc.
New Jersey, State of, Division Of Revenue
New Jersey, State of, Sales Tax
New London, County of (CT)
New Mexico Medical Insurance Pool
New York, City of (NY), Department of Finance
New York, State of, Department of Finance
New York, State of, Employment Taxes
New York, State of, Sales Tax
New York, State of, Tax Department
NewEra Pharmacy
Newport News Public Schools
Nextech NE LLC
Nexus Group Publications
NFBY Business Trust
Niagara Bottling LLC
Noble Health Services Inc.
North Kansas City Hospital
Northern California Pharmacists Clerks
Northwest Ironworkers Trust Funds
Northwest Sheet Metal Workers
NRS Brands
Nutrabolt
Oberto Sausage Co.
Ocean Spray Cranberries Inc.

OCU Health & Welfare Trust
Ohio State University Outpatient Pharmacy, The
Ohio, State of (OH), Treasurer
Ohio, State of, Bureau of Workers' Compensation
Ohio, State of, Department of Taxation
Oliver Wyman Inc.
Olly Public Benefit Corp.
Omnicare Inc.
Omron Healthcare Inc.
On Target Maintenance Inc.
Onco360
Oncology Pharmacy Services Inc.
Ontel Products Corp.
Opex Corp.
Optime Care Inc.
Option Care Inc.
Optum Pharmacy 701 LLC
Optum Pharmacy 702 LLC
Optum Pharmacy 705 LLC
Optum Pharmacy 707 Inc.
Oregon, State of, Department of Revenue
Original Gourmet Food Co. LLC
Orsini Pharmaceutical Services LLC
Overland Supply Inc.
OW Logistics Pte. Ltd.
Owl Specialty Pharmacy
Pacific Beverage Co. 61116
Pacific World Corp.
Pacific/Costanzo-Lewis GP
Panos Properties LLC
Pantherx Specialty Pharmacy
Papyrus-Recycled Greetings Inc.
Paramount Farms Inc.
Parfums De Coeur Ltd.
Peach State Roofing Inc.
Pennsylvania, Commonwealth of, Department of Revenue
Pennsylvania, Commonwealth of, Unemployment Compensation Fund
Pepperidge Farm Inc.
Pepsi-Cola Co.
Perfetti Van Melle USA Inc.
Perrigo Co. plc
Pharma Force Group LLC
Pharmacy Care USA of Addison LLC

Pharmacy Providers of Oklahoma Inc.
PharMerica Corp.
PharmScript of IL LLC
PharmScript of IN LLC
PharmScript of MD LLC
PharmScript of OH LLC
Philadelphia Sign Co. LLC
Philadelphia, City of (PA)
Philips Consumer Lifestyle BV
Phoenix Benefits Management LLC
Phoenix, City of (AZ)
Physicians Formula Inc.
Piping Rock Health Products
PL Developments
Plumbers & Steamfitters Local 400
Post Consumer Brands LLC
Powerhouse Retail Services LLC
Premier Brands of America Inc.
Premier Nutrition Co.
Premier Pharmacy Care LLC
Premier Pharmacy Services Inc.
Prestige Brands Inc.
PricewaterhouseCoopers LLP
Priority Inc.
Prisma Health
Procter & Gamble Co., The
Pro's Choice Beauty Care Inc.
Prosperity Pharmacy Medical Center Inc.
Protiviti Inc.
Protos Security
Provider Partners Health Plan Inc.
Provider Pay
Prudential Insurance, The
PSC Group LLC
Puget Sound Electrical Workers Trust
PureRED
Pwnhealth LLC
QR Pharmacy, The
Quad
Quad/Graphics Inc.
Quaker Oats
Qualitas Manufacturing Inc.
Quality Pharmacy Inc.
Qualtrics LLC
Quincy Bioscience LLC
Quten Research Institute LLC

R.R. Donnelley & Sons Co.
Raleys Third Party Accounts Receivable
Raritan Pharmaceuticals Inc.
Raw Sugar LLC
RB Health US LLC
RC Maintenance Holdings Inc.
Readerlink Distribution Services LLC
Realty Income Corp.
Realty Income PA Properties
Realty Income Properties 28 LLC
Reckitt Benckiser Group plc
Red Bull Distributing Co. Inc.
RelayHealth Corp.
Remedi Seniorcare Holding Corp.
Rentokil Pest Control Ltd.
Ressac Inc.
Reta Trust, The
Retail Logistics Excellence
Retractable Technologies Inc.
Return Management Services Inc.
Revlon Beauty Care
Reyes Coca-Cola Bottling LLC
Reyes Holdings LLC
RhinoSystems Inc.
Ricola AG
Rightpoint Consulting LLC
Rite Aid Foundation Kidcents
Riverside, County of (CA), Tax Collector
Rocon Building Interiors
ROIC California LLC
Royal Wine Corp.
RSF Pharmacy Inc.
Russell Stover Chocolates LLC
RxStrategies Inc.
Ryder Integrated Logistics
Ryder System Inc.
Ryder Transportation Services
S.C. Johnson & Son Inc.
Safeway Inc.
Sams East & West
San Antonio Winery Inc.
San Diego, County of (CA), Tax Collector
San Juan Regional Medical Center Inc.
SandsRx LLC
Sanford LP
Sanofi-Aventis US LLC

Santa Clara Valley Health & Hospital
SAP America Inc.
Sarris Candies Inc.
Save Mart Supermarkets
School District of Manatee County (FL), The
School District of Springfield R-12 (MO), The
Schraft's 2.0 LLC
Scopes Facility Services LLC
ScriptDash Inc.
ScriptDrop Inc.
ScriptPro USA Inc.
Sea Island
Seattle, City of (WA), Columbia District
Security Source
Senderra Rx Pharmacy
Senior Solutions Pharmacy
Sentry Data Systems Inc.
Seqirus USA Inc.
ServiceChannel.com Inc.
Seven Up Co.
Seven Up RC Bottling Co.
Sharps Compliance Inc.
Sheet Metal Workers' Local 100 Health Fund
Sheet Metal Workers' Local 17
Sheralven Enterprises Ltd.
Shred-It USA LLC
SignArt
Signature Healthcare Corp.
Simon's Discount Pharmacy
Simply Good Foods USA Inc.
Sinch Interconnect LLC
SingleCare Services LLC
Skadden, Arps, Slate, Meagher & Flom LLP
Skilled Nursing Pharmacy
SkullCandy Inc.
Smucker Retail Foods Inc.
Snapple Distributors Inc.
SodaStream
Sound Health & Wellness
South Miami Pharmacy
Southcoast Health Network
Southern California Drug
Southern California Drug Benefit Fnd
Southern California Drug Pension Fund
Southern Glazer's CA
Southwire Co. LLC

Spangler Candy Co.
SpartanNash Co.
Special Care Pharmacy Services LLC
Specialty Rx Inc.
Springbrook Farms Inc.
Springfield, City of (IL)
Springfield, City of (MO)
Springwise Facility Management
SPS Specialty Pharmacy Services Inc.
Sri Aushada LLC
Staffmark Investment LLC
Stanley Access Technologies
Staples Inc.
Staples Technology Solutions
Starcom Worldwide Inc.
Stealth International Inc.
Storck USA LP
Straub Distributing Co.
Structure Tone LLC
Sun Bum LLC
Sunbelt Rentals Inc.
Sunstar Americas Inc.
Superior Nut & Candy Co. Inc.
Supreme Distribution
SwedishAmerican Health Systems Corp.
Sweetener Products Co.
Swire Coca-Cola USA
Swire Pacific Holdings Inc.
Synchrony Columbus Pharmacy
Takecare Insurance Co.
Tarrytown Expocare LLC
Tasty Baking Co.
Tata Consultancy Services Ltd.
Team One Repair Inc.
Teamsters Local 14
Teamsters Local 986
Technology Recovery Group Ltd.
Time Cap Laboratories Inc.
Tootsie Roll
Topeka, City of (KS)
Total Quality Logistics LLC
Total Support Facilities Maintenance
Toyotetsu America Inc.
Trace3 LLC
Transplant Genomics Inc.
Travel Leaders LLC

Travelers Indemnity Co.
Trinity Manufacturing LLC
Try-It Distribution Co. Inc.
Turner's Dairy Farms Inc.
Ty Inc.
U.S. Cotton-Private Label
UC Health Pharmacy
UC San Diego Medical Center Retail Pharmacy
UFCW Local 1529
UFCW Norcal
Ultra Standard Distributors Inc.
Unfi
Unilever
Unilever HPC USA
Unilever plc
Union Hospital
United States, Government of the, Internal Revenue Service
University Health Care System
University Hospitals Home Care Services
US Ecology Livonia Inc.
UTZ Quality Foods LLC
UVM Medical Center Outpatient Pharmacy
UW Health
Valassis Direct Mail Inc.
Valeant Pharmaceuticals
Valley Health System
Valley Medical Center
Valley Wide Beverage Co. Inc.
Vaxserve Inc.
VCU Health System ACC Pharmacy
Vector Security Inc.
Venture International Inc.
Vereit Real Estate LP
Veridian Healthcare LLC
Verifone Inc.
Verily Life Sciences LLC
Verity Solutions Group Inc.
Vestcom New Century LLC
Victory Wholesale Group
Vi-Jon Inc.
Vi-Jon LLC
Viking Yachts Co.

Village Pharmacy
Virginia Premier Advantage Elite D-SNP
Virginia Premier Elite
Virginia Premier Health Plan
Virginia, Commonwealth of, Department of Taxation
Virginia, Commonwealth of, State Tax Commissioner
Vitalone, Britt
Vons Cos. Inc.
Wabash National Corp.
Waffle House System Employee Benefit
Wahl Clipper Corp.
Walgreens Drug Stores
Washington, State of, Department of Revenue
Washington, State of, Liquor & Cannabis Board
Waste Management Inc.
Watterson Environmental Group LLC
Weathervane Service Inc.
Wella Operations US LLC
Wellpartner Inc.
Wentworth Douglas Hospital
West Shore Tax Bureau
West Virginia Senior Advantage Inc.
Westcore Bravo Lancaster LLC
Westcore Bravo Woodland LLC
Western Technical College
Westminster Pet Products Inc.
WEX Inc.
WFP Retail Co. LP
Wichita, City of (KS)
Wildan Lighting & Electric Inc.
Wine Warehouse Inc.
WIS International Ltd.
Wonderful Pistachios & Almonds LLC
Workday Inc.
World Color Inc.
Wright Beverage Distributing Corp.
Young's Market Co. - Division I
Young's Market Co. LLC
Yusen Logistics (Americas) Inc.
Zenlen Inc.
ZoomInfo Technologies Inc.

SCHEDULE 2

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
340Basics	340B Technologies Inc.	Current
3M	3M Company 3M Occupational Safety LLC Aearo Technologies LLC	Current Current Current
Abbott Labs Abbott Nutrition Abbott Rapid Dx North America MediSense	Abbott Cardiovascular Systems Inc. Abbott Diabetes Care Inc. Abbott Diabetes Care Sales Corp. Abbott Laboratories Abbott Pharmaceuticals, Inc.	Closed Closed Current Current Closed
AbbVie Inc. Allergan Optical	AbbVie Biotechnology Inc. AbbVie Biotechnology Ltd. AbbVie Corp. AbbVie Inc. AbbVie Products LLC Actavis Inc. Allergan Finance LLC Allergan Inc. Allergan Ltd. Allergan plc Allergan Sales LLC Allergan USA Inc. Clayton L. Ferguson	Current Current Current Current Former Current Current Current Closed Current Current Current Current Former
Accredo Health Group Inc. Express Scripts Specialty Distribution Services Lynnfield Compounding Center Inc. Verity Solutions Group Inc.	Cigna Corporation Cigna Health and Life Insurance Co. Connecticut General Life Insurance Co.	Closed Closed Closed
Ace American Insurance Co. Chubb Chubb Global Casualty	Chubb Bermuda Insurance Ltd.	Current
ADT Commercial LLC	AEPF III 34 S.à r.l. Apollo Capital Management, L.P. Apollo Global Management, Inc. Apollo Global Real Estate Management LP Apollo Infrastructure Opportunities Fund II LP Apollo Management International LLP	Closed Current Current Current Closed Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Apollo Principal Holdings IX LP	Closed
	Apterra Infrastructure Capital	Closed
	Marc Rowan	Former
Agcs Marine Insurance Co.	Allianz Capital Partners GmbH	Closed
Allianz	Pacific Investment Management Company, LLC	Current
Pacific Investment Management Co.	PIMCO	Current
Ahold USA Pharmacy	Koninklijke Ahold Delhaize N.V.	Current
Hannaford Bros. Co. Inc.		
Albertsons	AB Acquisition LLC	Current
New Albertson's Inc.	Albertson Companies, Inc.	Current
Safeway Inc.	Albertsons LLC	Current
Shaw's Supermarkets Inc.	New Albertsons Inc.	Current
Vons Cos. Inc.	New Albertsons L.P.	Closed
	Safeway Inc.	Closed
Alcon Laboratories Inc.	Alcon	Current
	Alcon AG	Closed
	Alcon Eye Care UK Limited	Closed
	Alcon Inc.	Closed
	Alcon Laboratories Inc.	Current
	Alcon LenSx Inc.	Current
	Alcon Nederland BV	Closed
	Alcon Pharma GmbH	Closed
	Alcon Pharmaceuticals Ltd.	Current
	Alcon Research LLC	Current
	Alcon Vision LLC	Current
AllianceBernstein LP	AllianceBernstein L.P.	Closed
	Brian Sugrue	Closed
Alvarez & Marsal Holdings LLC	A&M Capital Advisors Europe, LLP	Closed
	A&M Capital Advisors GP, LLC	Closed
	A&M Capital Advisors LLC	Closed
	A&M Capital Advisors LP	Closed
	A&M Capital Europe, SCSp	Closed
	A&M Capital Europe-GP Associates, LP	Closed
	A&M Capital Opportunities Fund, LP	Current
	A&M Capital Opportunities-GP Associates, LP	Closed
	A&M Capital Partners, LLC	Current
	A&M Capital-GP Holdings, LP	Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	A&M Opportunities Fund	Current
	Alvarez & Marsal AMCO Partners Fund, LP	Closed
	Alvarez & Marsal Capital LLC	Closed
	Alvarez & Marsal Capital, LP	Closed
	Alvarez & Marsal Europe LLP	Closed
	Alvarez & Marsal Holdings LLC	Current
	Alvarez & Marsal Inc.	Current
	Alvarez & Marsal Partners Buyout Fund, LP	Closed
	Alvarez & Marsal Partners Europe Buyout Fund, LP	Closed
	Alvarez & Marsal Partners Europe Fund, LP	Closed
	Alvarez & Marsal Partners Fund, LP	Closed
	Alvarez & Marsal Partners Opportunities Fund, LP	Closed
	Barbara Gould	Closed
	Ben Cairns	Current
	Edward Simon Middleton	Former
	Mark Firmin	Current
	Richard Fleming	Current
	Wesley Arthur Edwards	Former
	Wing Sze Tiffany Wong	Former
American Greetings Corp.	American Greetings Corp.	Closed
	Andrew Campelli	Current
	Brad Flaishans	Current
	CD&R Friends & Family Fund VIII LP	Current
	CD&R Pisces Holdings LP	Current
	Clayton, Dubilier & Rice Fund VIII LP	Current
	Clayton, Dubilier & Rice Fund X LP	Former
	Clayton, Dubilier & Rice LLC	Current
	Clayton, Dubilier & Rice, LLC	Current
	Daniel Glaser	Current
	David A. Novak	Current
	Gregory Pasqua	Current
	Harsh Agarwal	Current
	Jillian Clark Griffiths	Current
	John Krenicki	Current
	Kevin Smith	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Nathan Sleeper Orla Beggs Ravi Sachdev Richard Schnall Robert Cosmo Volpe Roberto Quarta Russell Fradin	Current Current Current Current Current Current Current
Ankura Consulting Group LLC	Ankura Holdings, LP Madison Dearborn Capital Partners VII Executive-A LP Madison Dearborn Capital Partners VII-A LP Madison Dearborn Capital Partners VII-C LP Madison Dearborn Capital Partners VIII Executive-B LP Madison Dearborn Capital Partners VIII Executive-B2 LP Madison Dearborn Capital Partners VIII LP Madison Dearborn Capital Partners VIII-B LP Madison Dearborn Partners Madison Dearborn Partners LLC	Current Former Former Former Closed Closed Closed Closed Current Current
Aon plc	Aon Affinity Administradora de Beneficios Ltda. Aon Corporation Aon Financial Services Group, Inc. Aon Holdings Corretores de Seguros Ltda. Aon IP Advantage Fund LP Aon Risk Services Central Inc. Aon Risk Services Cos. Inc. Aon Risk Services Northeast Inc. Aon Risk Services Southwest, Inc. Aon Risk Solutions Keith R. Moore	Closed Current Current Closed Closed Current Current Former Current Current Former
Aperture Investors LLC	Generali Investments d.o.o	Closed
Apothecary Products LLC	Jon Kossow	Former
Wells Fargo Bank	Norwest Equity Partners	Current
Wells Fargo Bank NA	Wells Fargo Bank, N.A.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Wells Fargo Securities LLC	Wells Fargo Securities LLC	Current
Appriss Health Holdings Inc.	Appriss Inc.	Current
	Insight Venture Management, LLC	Closed
Arctic Glacier USA Inc.	AlpInvest Partners B.V.	Current
Hexaware Technologies Inc.	Apex Parks Group, LLC	Closed
Medline Industries Inc.	Arctic Glacier Group Holdings, Inc.	Current
Celf Advisors LLP	Arctic Glacier Holdings, Inc.	Current
	Arctic Glacier U.S.A. Holdings, LLC	Current
	Arctic Glacier U.S.A., Inc.	Current
	Arctic Glacier, LLC	Current
	Carlyle Asia Investment Advisors Limited	Current
	Carlyle Asia Partners IV LP	Current
	Carlyle Aviation Fund Management LLC	Closed
	Carlyle Global Credit Investment Management LLC	Current
	Carlyle Group, The	Closed
	Carlyle Hong Kong Equity Management Limited	Closed
	Carlyle Infrastructure Fund LP	Current
	CECP Advisors LLP	Closed
	Chill Holdings, Inc.	Current
	CIM Global LLC	Current
	James Larocque	Current
	Matthew O'Connor	Current
	TCW Direct Lending VIII LLC	Current
	The Carlyle Group	Current
AT&T Inc.	AT&T Billing Southeast, LLC	Current
	AT&T Billing Southwest, LLC	Current
	AT&T Communications of Indiana, Inc.	Current
	AT&T Communications of Indiana, LLC	Current
	AT&T Communications of New York Inc.	Current
	AT&T Communications of Texas, LLC	Current
	AT&T Communications of Virginia, LLC	Current
	AT&T Comunicaciones Digitales, S. de R.L. de C.V.	Current
	AT&T Corp.	Current
	AT&T Datacomm Holdings, LLC	Current
	AT&T DataComm, L.P.	Current
	AT&T Global Communications Services Inc.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	AT&T Inc.	Current
	AT&T Investment Fund IV, LLC	Current
	AT&T Investment Fund V, LLC	Current
	AT&T Investment Fund VI, LLC	Current
	AT&T Investment Operations I, LLC	Current
	AT&T Investment Operations II, LLC	Current
	AT&T Management Services, LLC	Current
	AT&T Mobility II LLC	Current
	AT&T Mobility LLC	Current
	AT&T MVPD Group Holdings, LLC	Current
	AT&T Network Supply, LLC	Current
	AT&T of Puerto Rico, Inc.	Current
	AT&T of the Virgin Islands, Inc.	Current
	AT&T Services, Inc.	Current
	AT&T Southeast Supply, LLC	Current
	AT&T Southwest Supply, LLC	Current
	AT&T Supply I, LLC	Current
	AT&T Technical Services Company, Inc.	Current
	AT&T Teleholdings, Inc.	Current
	AT&T West Supply, LLC	Current
	Be Sunshine, LLC	Current
Aurobindo Pharma USA Inc.	Acrotech Biopharma LLC	Closed
Avella Specialty Pharmacy Inc.	Genoa Healthcare, Inc.	Current
BioRx LLC	UnitedHealth Group, Inc.	Current
Change Healthcare Inc.		
Genoa Healthcare Co. LLC		
Genoa Healthcare LLC		
Optum Pharmacy 701 LLC		
Optum Pharmacy 702 LLC		
Optum Pharmacy 705 LLC		
Optum Pharmacy 707 Inc.		
Avella Specialty Pharmacy Inc.	UnitedHealth Group Employee Benefits Plan Investment Committee and Members	Current
BioRx LLC	UnitedHealth Group Inc, Board of Directors	Current
Change Healthcare Inc.	UnitedHealthcare Specialty Benefits, LLC	Current
Genoa Healthcare Co. LLC	USHealth Group, Inc.	Current
Genoa Healthcare LLC		
Optum Pharmacy 701 LLC		

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Optum Pharmacy 702 LLC Optum Pharmacy 705 LLC Optum Pharmacy 707 Inc.		
Avis Budget Group Inc.	Avis Budget Group, Inc.	Current
Avista Utilities	Avista Capital Partners Fund V LP Avista Capital Partners, L.P.	Closed Current
Aviva Investors Global Services Ltd. (UK)	Aviva Life and Annuity Company	Current
AXA Investment Managers (US) Inc.	AXA European Infrastructure Fund SA AXA Real Estate Investment Managers UK Ltd. AXA REIM SGP AXA REIM SGP on behalf of AXA Avenir Infrastructure	Current Current Current Current
Baltimore Gas & Electric Co.	Exelon Corporation	Closed
Bank of America	Banc of America Securities LLC Bank of America Corp. Bank of America Securities Ltd. Benjamin Klein BofA Securities Inc. Merrill Lynch (Asia Pacific) Limited	Current Current Closed Current Current Closed
Bank of New York Mellon Trust Co., The Mellon Investments Corp.	Alcentra Limited	Closed
Barclays Capital Inc.	Barclays Capital Inc. Barclays Securities Inc.	Current Current
Bausch & Lomb Americas Inc. Valeant Pharmaceuticals	Bausch + Lomb Corp., Board of Directors of Bausch Health & Bausch Ind. Directors Bausch Health Companies Inc. Bausch + Lomb Corporation Valeant Pharmaceuticals North America LLC	Closed Current Closed Closed Closed
Bayer Healthcare LLC	Bayer AG	Closed
Berkeley Research Group LLC	Berkeley Research Group Holdings LLC Berkeley Research Group, LLC	Current Current
Berkley Berkley Insurance Co.	W.R. Berkley Corporation	Closed
Berkshire Hathaway NetJets Aviation Inc.	Berkshire Hathaway Inc. BHE Renewables, LLC BHER Power Resources Inc.	Current Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	BNSF Logistics International LLC BNSF Logistics LLC BNSF Railway Burlington Northern Santa Fe, LLC	Current Current Current Current
BILH Specialty Pharmacy	Beth Israel Lahey Health Inc.	Current
BioPlus Specialty Pharmacy Services LLC Priority Inc.	CarepathRx Holding Company, LLC	Current
Blackrock Advisors LLC	BlackRock Investment Management (UK) Limited BlackRock TCP Capital Corp. Designated Underwriters Counsel BlackRock, Inc. Mark B. Florian	Closed Closed Current Current
Blue Cross Blue Shield Association	Blue Cross & Blue Shield Association	Closed
BMC Software Inc. PharMerica Corp.	BMC Software, Inc. BrightSpring Health Services Inc. Goodpack Pte. Ltd. KKR Asia Limited KKR Credit Advisors (EMEA) LLP KKR Credit Advisors (US) LLC KKR Financial Services Company LLC KKR Real Estate Select Trust Inc. Kohlberg Kravis Roberts & Co. LP Peter Stavros Pillarstone Italy S.p.A. Precision Capital Holdings Limited Selecta AG Servicios y Terminales de Tuxpan S.A. de C.V. Terrence Ing	Closed Current Current Current Closed Current Current Current Closed Current Closed Closed Current Current Current Former
BMO Harris Bank Harris Trust & Savings Bank	BMO Capital Markets	Current
Brigade Capital Management LP	Brigade Capital Management, LP	Current
Bristol-Myers Squibb Co.	Bristol-Myers Squibb (China) Investment Co Ltd Bristol-Myers Squibb Company Bristol-Myers Squibb Company Pension Committee	Closed Current Closed
Campbell Sales Co.	Campbell Soup Company	Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Pepperidge Farm Inc.	Pepperidge Farm, Incorporated	Closed
Candle-Lite Co. LLC	10th Lane Partners, LP	Current
Cardinal Health 110 Inc. Cardinal Health 110 LLC Premier Pharmacy Services Inc.	Cardinal Health Incorporated	Closed
Caremark LLC CVS Health Corp. CVS Procare Pharmacy Inc. Integrity Rx Specialty Pharmacy LLC Longs Drug Stores Corp. Wellpartner Inc.	Oak Street Health, LLC	Current
Cathay Bank	Cathay Life Insurance Co., Ltd.	Current
CDW Direct LLC	CDW Corporation CDW LLC	Current Current
Celsius Holdings Inc.	Celsius Holdings, Inc.	Current
Centene Corp. Wellcare	Centene Corp. WellCare Health Plans, Inc.	Closed Closed
Centurylink Level 3 Communications LLC	Lumen Technologies, Inc.	Former
Charter Communications	Charter Communications Holding Co. LLC Charter Communications LLC Charter Communications Operating, LLC Charter Communications, Inc.	Closed Current Closed Current
Chattem Inc. Genzyme Corp. Inc. Quten Research Institute LLC Sanofi-Aventis US LLC Vaxserve Inc.	Genzyme Corporation Sanofi Sanofi-Aventis U.S. LLC	Closed Current Current
CI Investments Inc.	Timothy Hall	Current
CIBC Asset Management Inc.	Christopher Michael Owens	Current
Citigroup Global Markets Inc.	Andrew Morton Citigroup Global Markets Asia Limited Citigroup Global Markets Asia Ltd. Citigroup Global Markets Europe AG Citigroup Global Markets Inc. Citigroup Inc.	Current Current Former Closed Current Current
Clorox Co., The	Clorox (Cayman Islands) Limited	Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Clorox Sales Co., The	Clorox International Co., The Matthew Shattock The Clorox Company	Closed Current Closed
Cole Schotz PC	Cole Schotz P.C.	Closed
Colgate-Palmolive Co.	Colgate Palmolive Company Hello Products LLC Hill's Pet Nutrition, Inc.	Current Current Current
Commission Junction LLC Leo Burnett Co. Inc. Leo Burnett USA Starcom Worldwide Inc.	Lion Re: Sources, Inc.	Closed
Conair Corp.	American Securities LLC	Current
Constellation NewEnergy Inc.	Constellation Energy Corporation	Current
Continental American Insurance Co.	Aflac Asset Management Japan Ltd. Aflac Asset Management LLC Aflac Holdings LLC Aflac Life Insurance Japan Ltd. American Family Life Assurance Co. of Columbus American Family Life Assurance Co. of New York Continental American Insurance Co. Nebraska	Closed Closed Closed Closed Closed Closed Closed
Coolsys Light Commercial Solutions WIS International Ltd.	American Capital Equity Management II, LLC Ares Acquisition Corporation Ares Acquisition Corporation II Ares Capital Corporation Ares Capital Management LLC Ares Commercial Real Estate Corporation Ares Corporate Opportunities Fund V LP Ares Corporate Opportunities Fund VI, L.P. Ares Energy Opportunities Fund LP Ares European Property Enhancement Partners II LP ARES Holdings LLC Ares ICOF II Master Fund, L.P. and certain of its affiliates Ares Management Asia (Cayman) Limited	Current Current Current Current Current Closed Closed Closed Current Closed Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Ares Management Asia (Hong Kong) Ltd.	Current
	Ares Management Asia (Singapore) Pte. Ltd.	Current
	Ares Management Corp.	Current
	Ares Management Limited	Current
	Ares Management LLC	Current
	Ares Private Markets Fund	Current
	Ares Secondaries Advisors LLC	Current
	Ares Special Opportunities Fund LP	Current
	Ares SSG Capital Management Ltd.	Current
	Ares Strategic Income Fund	Current
	Ares US Real Estate Fund X, L.P.	Current
	Ares US Real Estate Opportunity Fund II, L.P.	Current
	Ares US Real Estate Opportunity Fund III, L.P.	Current
	Ares US Real Estate Opportunity Parallel Fund III-A, LP	Closed
Cotiviti Inc.	Veritas Capital Fund Management, LLC	Current
	Veritas Capital Partners III LLC	Current
	Veritas Capital Partners IV LLC	Current
	Veritas Capital SP Manager Holdings LP	Current
CrossCom National LLC	Goense Bounds & Partners	Closed
	Goense Bounds & Partners LLC	Closed
CSL Seqirus Seqirus USA Inc.	CSL Capital Management, LLC	Current
	CSL Energy Opportunities Fund II, L.P.	Closed
	CSL Energy Opportunities Offshore Fund II, L.P.	Closed
Cushman & Wakefield plc	Cushman & Wakefield, Inc.	Current
Deloitte & Touche LLP	Deloitte Consulting LLP	Current
	Deloitte LLP	Current
	Deloitte Tax LLP	Current
	Deloitte USA LLP	Current
Dematic Corp.	Dematic Corp.	Current
Dr. Pepper/Seven Up Inc. Seven Up Co. Seven Up RC Bottling Co. Snapple Distributors Inc.	Keurig Dr Pepper Inc.	Current
Dr. Reddy's Laboratories Inc.	Dr. Reddy's Laboratories Ltd.	Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Dr. Reddy's Laboratories, Inc.	Closed
DTE Energy Co.	DTE Energy Company	Current
Duke Realty LP	Prologis	Current
E.L.F. Cosmetics Inc.	e.l.f. Beauty, Inc.	Current
Eclipse Advantage LLC	Two Sigma Impact Fund	Current
	Two Sigma Investments, LLC	Current
	Two Sigma Private Investments LLC	Current
Elizabeth Arden Inc.	MacAndrews & Forbes Holdings, Inc.	Closed
Revlon Beauty Care	Revlon, Inc.	Current
	Vericast Corp.	Current
Equity Residential Management LLC	Equity Group Investments, L.L.C.	Current
	Equity Residential	Current
Essendant Co.	Egg Parent Holdings Inc. (US)	Current
	Egg Parent Inc. (US)	Current
	Essendant Canada, Inc. (Ontario)	Current
	Essendant Co.	Former
	Essendant Co. (US)	Current
	Essendant Hong Kong Limited (Hong Kong)	Current
	Essendant Inc. (US)	Current
	Essendant Industrials LLC (US)	Current
	Essendant Management Services LLC (US)	Current
	Essendant Receivables, LLC (US)	Current
	Essendant, Inc.	Current
Essentia Water	Blue Bottle Coffee, Inc.	Closed
Euclid Insurance	AssuredPartners, Inc.	Current
Evercore Inc.	Evercore Group LLC	Former
	Evercore Inc.	Former
Exact Care Pharmacy LLC	Bernard V. Buonanno, III	Current
Pantherx Specialty Pharmacy	Bernard V. Buonanno, III	Closed
	CarepathRx Holding Company, LLC	Current
	ExactCare Parent Inc.	Current
	Habib Y. Gorgi	Current
	Nautic Partners V LP	Current
	Nautic Partners VI AIV - No. 1 L.P.	Current
	Nautic Partners VI LP	Current
	Nautic Partners VI-A	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Nautic Partners VI-A AIV - No. 1 L.P.	Current
	Nautic Partners VII LP	Current
	Nautic Partners VII-A LP	Current
	Nautic Partners VIII LP	Current
	Nautic Partners, LLC	Current
	PEP Nautic Co-Investment Holdings LLC	Current
Expedient Holdings USA LLC	AMP Services Limited	Closed
	InfraBridge Investors (UK) Limited	Closed
Facebook Inc.	Facebook Operations LLC	Current
	Facebook Payments, Inc.	Closed
	Facebook Services, Inc.	Closed
	Facebook Technologies LLC	Current
	Meta Platforms, Inc.	Current
FacilitySource Inc.	CBRE Caledon Capital Management	Closed
	CBRE Global Investors, Inc.	Closed
	CBRE SpA	Current
	CBRE SpA Italy	Current
	CBRE, Inc.	Current
Federal Trade Commission	Chamber of Commerce of the United States	Former
U.S. Consumer Product Safety Commission	Konstantina Diamantopoulos	Current
United States Postal Service		
United States, Government of the, Department of Health & Human Services, Food & Drug Administration		
United States, Government of the, Department of Homeland Security, Bureau of Customs & Border Protection		
United States, Government of the, Department of Justice, Civil Division		
United States, Government of the, Department of Justice, Drug Enforcement Administration		
United States, Government of the, Internal Revenue Service		
United States, Government of the, Office of the U.S. Attorney		
Ferrara Candy Co. Ferrero USA Inc.	Ferrero USA Inc./Ferrero North America	Current
FGX International	EssilorLuxottica SA	Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Transitions Optical, Inc.	Closed
Fidelity National Financial Inc.	Fidelity National Financial Inc.	Closed
Fiera Capital Corp.	Fiera Infrastructure	Current
First Advantage Background Services	Egon Durban and Abigail Durban	Current
Qualtrics LLC	Mary Hannaford Conrad	Current
	Silver Lake Partners LP	Current
Flipp Corp.	Truelink Capital Management, LLC	Current
Flow Traders US LLC	Flow Traders NV	Current
Fresenius Medical Care	Fresenius Kabi Deutschland GmbH	Current
	Fresenius Kabi SwissBioSim GmbH	Current
	Fresenius Kabi USA	Current
	Fresenius Kabi USA LLC	Current
Frito-Lay Inc. Pepsi-Cola Co. Quaker Oats SodaStream	PepsiCo, Inc.	Current
FTI Consulting Inc.	FTI Consulting Inc.	Former
	John Howard Batchelor	Current
	Kenneth Fung	Current
Galderma Laboratories LP	Baring Private Equity Asia Limited	Current
	EQT AB	Current
	EQT Exeter Holdings US Inc.	Current
	EQT IX Investments SARL	Current
	EQT Partners Inc.	Current
	EQT Partners UK Advisors LLP	Current
	EQT VII Ltd.	Closed
	Galderma Holding SA	Current
	Galderma SA	Current
Gallagher Pharmacy Alliance	Arthur J. Gallagher & Co.	Closed
	Gallagher Risk and Reward Limited	Current
Garda CL West Inc.	BC Partners	Current
	BC Partners Credit	Closed
	BC Partners Lending Corp.	Current
Georgia, State of	State of Georgia	Current
GlaxoSmithKline	GlaxoSmithKline LLC	Current
	SR One Capital Management, LP	Current
	ViiV Healthcare	Current

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Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Goldman Sachs Group Inc. Goldman Sachs Group, Merchant Banking Division	Current Closed
	Goldman Sachs International Bank Goldman Sachs International Ltd. Goldman Sachs Trust Company, N.A. PSS Industrial Group Corp.	Former Current Current Current
GoodRx Holdings Inc. GoodRx Inc.	GoodRx Holdings Inc. GoodRx, Inc.	Current Current
Google Inc. Verily Life Sciences LLC	Fitbit Inc. Intersection Holdings, LLC Waymo LLC	Closed Closed Current
Greenville Hospital System	Greenville Hospital Corp.	Current
Guggenheim Securities LLC	Guggenheim Corporate Funding LLC Guggenheim Credit Services, LLC Guggenheim Partners Investment Management, LLC Guggenheim Partners LLC Guggenheim Securities LLC	Current Current Current Closed Closed
Hamilton Re Ltd.	Hamilton Insurance Group, Ltd.	Closed
Hanover Insurance Co., The	The Hanover Insurance Group Inc.	Closed
Harrison Pointe Station LLC Phillips Edison & Co.	Phillips Edison & Company	Current
Hawley Realty LP	Harrison Street Advisors, LLC	Current
HCC Insurance Tokio Marine HCC	HCC Insurance Holdings, Inc.	Current
Henkel Corp.	Henkel AG & Co. KGaA Henkel Corporation Henkel of America, Inc.	Current Current Current
Hershey Chocolate	The Hershey Company	Current
HG Vora Capital Management LLC	HG Vora Capital Management LLC	Closed
Highmark Pennsylvania	Highmark Blue Cross and Blue Shield Delaware Highmark Blue Cross and Blue Shield of West Virginia, Inc. Highmark Blue Cross Blue Shield of Western New York Highmark Blue Shield of Northeastern New York	Current Current Current Closed

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	Highmark Health	Current
	Highmark Western and Northeastern New York Inc.	Current
	Highmark, Inc.	Current
Hitachi Vantara LLC	Hitachi America Ltd.	Current
	Hitachi Asia Ltd.	Current
	Hitachi Automotive Systems, Ltd.	Closed
	Hitachi Electronic Devices USA Inc.	Current
	Hitachi Ltd.	Current
	Hitachi Vantara Corp.	Current
	Hitachi, Ltd.	Current
	Japan Display Inc.	Current
	Shenzhen SEG Hitachi Color Display Devices Ltd.	Current
Honest Co. Inc., The	The Honest Company	Closed
Horizon Healthcare Services Inc.	Humana Inc.	Current
Humana Health Plan Inc.		
Humana Inc.		
Houlihan Lokey	Houlihan Lokey EMEA, LLP	Current
Houlihan Lokey Inc.	Houlihan Lokey Inc.	Current
Illinois, State of, People of the State	Office of the Governor, State of Illinois	Current
Imperial Irrigation District California	Imperial Irrigation District	Closed
InComm	InComm Holdings, Inc.	Closed
Infosys Ltd.	Infosys Limited	Former
ING Capital LLC	ING Bank N.V.	Current
	ING Capital LLC	Current
Integrated Image Inc.	CSG Parent, LLC	Current
	Integrated Image Inc.	Current
Intercept Interactive Inc.	Perion Network Ltd.	Current
International Business Machines Corp.	Apptio, Inc.	Current
	IBM Corp.	Current
	Merative Topco L.P.	Current
	Red Hat, Inc.	Current
Invesco Capital Management LLC	Invesco Hong Kong Ltd.	Closed
	Invesco International Partnership Fund VI LP	Closed
	Invesco Private Capital, Inc.	Current
	Invesco Senior Secured Management, Inc.	Closed

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	Invesco U.S. Private Equity Partnership Fund VI LP	Closed
	Invesco U.S. Venture Partnership Fund VI LP	Closed
J&H Marsh & McLennan Inc. Marsh McLennan Cos. Inc. Marsh USA Inc. Oliver Wyman Inc.	Oliver Wyman Inc.	Current
Jack & Jill Ice Cream	Mill Point Capital LLC	Current
Jane Street Capital LLC	JSPE Ltd.	Current
Jefferies LLC	Andrew Whittaker Chris M. Kanoff Jefferies Finance LLC Jefferies Financial Group Inc. Jefferies Hong Kong Ltd.	Current Current Current Current Current
Joele Frank, Wilkinson Brimmer Katcher	Meaghan A. Repko	Current
John Hancock Life Insurance Co. Manulife Investment Management (US) LLC	John Hancock Investment Management LLC Manulife Financial Manulife Investment Management Ltd.	Current Closed Closed
Johnson & Johnson Consumer Inc.	Janssen Research & Development LLC Johnson & Johnson Johnson & Johnson Consumer Companies Inc. Johnson & Johnson Consumer Inc.	Closed Current Closed Current
Jones Lang Lasalle Americas Inc.	Jones Lang LaSalle Income Property Trust LAO VI CN Company V Pte. Ltd. LaSalle Investment Management LaSalle Investment Management / Jones Lang LaSalle Group	Closed Closed Current Current
JP Morgan Investment Management Inc. JP Morgan Securities LLC Morgan Guaranty Trust Co. of New York	Andrew Cohen J.P. Morgan AG J.P. Morgan Asset Management Private Equity Group J.P. Morgan Investment Management Inc. J.P. Morgan Securities Asia Pacific Limited J.P. Morgan Securities LLC	Current Closed Current Current Current Current

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	J.P. Morgan Securities plc	Current
	JP Morgan Asset Management	Current
	JPMorgan Asset Management (Europe) SARL	Current
	JPMorgan Chase & Co.	Closed
	JPMorgan Chase Bank NA	Current
	JPMorgan Funds Limited and JPMorgan Investment Management Inc. - Global Special Situations	Current
	JPMorgan Funds Limited and JPMorgan Investment Management Inc. - Infrastructure Investment Group	Current
	JPMorgan Infrastructure Investments Fund	Current
	JPMorgan Securities LLC	Closed
	Kerwin Clayton	Former
Kellogg Co.	Kellogg Company	Current
Kellogg Snacks	Steven A. Cahillane	Current
Kimberly Clark Corp.	Kimberly-Clark Corporation	Current
	PT Kimberly-Clark Indonesia	Current
Kraft Foods Group Inc.	Colin North and Lauren Devine	Current
	H.J. Heinz Company	Former
	The Kraft Heinz Company	Current
Kroll Restructuring	Kroll Advisory Ltd.	Closed
	Kroll Associates, Inc.	Current
	Kroll International (UK) Ltd	Current
	Kroll LLC	Current
	Kroll Restructuring Administration LLC	Current
	Stone Point Capital LLC	Current
	StonePoint Holding, LLC	Closed
	Tivity Health Inc.	Current
Kroll Restructuring	Further Global Capital Management, L.P.	Current
	Kroll Advisory Ltd.	Closed
	Kroll Associates, Inc.	Current
	Kroll International (UK) Ltd	Current
	Kroll LLC	Current
	Kroll Restructuring Administration LLC	Current
Kroll Restructuring	Brian Ruder	Current
	Kroll Advisory Ltd.	Closed
	Kroll Associates, Inc.	Current

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	Kroll International (UK) Ltd	Current
	Kroll LLC	Current
	Kroll Restructuring Administration LLC	Current
	Permira Advisers (London) Ltd.	Current
	Permira Advisers LLC	Current
	Permira Advisers Ltd.	Former
	Permira Credit Solutions III G.P. Limited	Current
	Permira Holdings Ltd.	Current
	Ryan G. Lanpher	Current
	Thomas Eggemeier	Current
	Thomas Phillip Guinand	Former
L&R Distributors Inc.	Centerline Capital Management, LLC	Closed
LifeScan Inc.	Platinum Equity, LLC	Current
Life Science Risk Insurance	R-T Specialty LLC	Current
	Ryan Enterprises Group LLC	Current
	Ryan Specialty Group	Current
	Ryan Specialty International Ltd.	Current
	Ryan Specialty LLC	Current
	Ryan Specialty Nordics AB	Current
	Ryan Specialty Service Centre Ltd.	Current
Loomis Sayles & Co. LP	MV Credit Partners LLP	Current
Marathon Asset Management LP	Marathon Asset Management, LP	Current
	Marathon Capital Partners, LLC	Former
MaxorPlus Ltd.	Beecken Petty O'Keefe & Co. LLC	Current
	Beecken Petty O'Keefe & Company III, L.P.	Closed
	Beecken Petty O'Keefe & Company IV LP	Current
	Beecken Petty O'Keefe & Company, LLC	Current
	Beecken Petty O'Keefe Fund II L.P.	Closed
	Beecken Petty O'Keefe Fund QP II, L.P.	Closed
	David K. Beecken and Kathryn Beecken	Current
	Maxor Acquisition Inc.	Current
MC Sign Co. Inc.	Stratus Unlimited	Current
	Vestar Capital Partners IV, L.P.	Current
	Vestar Capital Partners LLC	Current
	Vestar Capital Partners V, L.P.	Closed
	Vestar Capital Partners VI, L.P.	Current
	Vestar Capital Partners VII, L.P.	Current

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McKinsey & Co. Inc.	Christopher Finocchi	Current
	McKinsey Recovery & Transformation Services U.S., LLC	Closed
	Somesh Khanna	Former
	Sunil Sanghvi	Current
MCS Advantage Inc. Medical Card System	Kinderhook Industries LLC	Current
	Kinderhook Industries LLC	Current
Medline Industries Inc.	GIC 22nd Street Holdings LLC	Closed
	GIC Infra Holdings Pte Ltd.	Current
	GIC Private Markets Private Limited	Current
	GIC Real Estate Inc.	Current
	GIC Ventures Pte. Ltd	Current
Medline Industries Inc.	Bilal Khan	Former
	Blackstone Advisors India Pvt. Ltd.	Current
	Blackstone Alternative Credit Advisors LP	Current
	Blackstone Asia	Current
	Blackstone Capital Partners VII NQ LP	Current
	Blackstone Energy Family Investment Partnership II ESC NQ LP	Current
	Blackstone Energy Family Investment Partnership II SMD LP	Current
	Blackstone Energy Partners	Former
	Blackstone Energy Partners II F NQ LP	Current
	Blackstone Energy Partners II NQ LP	Current
	Blackstone Family Investment Partnership VII ESC NQ LP	Current
	Blackstone Family Real Estate Partnership (Offshore) VIISMD L.P.	Closed
	Blackstone Family Real Estate Partnership Europe IV-SMD L.P.	Closed
	Blackstone Group International Partners LLP, The	Closed
	Blackstone Group, The	Former
	Blackstone Growth LP	Current
	Blackstone Inc.	Current
	Blackstone Infrastructure Partners LP	Current
	Blackstone ISG-I Advisors LLC	Closed
	Blackstone ISG-II Advisors LLC	Closed
	Blackstone Life Sciences Advisors LLC	Current
	Blackstone Management Partners LLC	Current
	Blackstone Mortgage Trust Inc.	Current

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	Blackstone Property Partners Europe Holdings SARL	Current
	Blackstone Property Partners LP	Current
	Blackstone Real Estate Advisors	Closed
	Blackstone Real Estate Advisors LP	Closed
	Blackstone Real Estate Holdings (Offshore) VII-NQ L.P.	Closed
	Blackstone Real Estate Holdings (Offshore) VII-NQ - ESC L.P.	Closed
	Blackstone Real Estate Holdings Europe IV-NQ ESC L.P.	Closed
	Blackstone Real Estate Income Trust Inc.	Current
	Blackstone Real Estate Investment Trust	Current
	Blackstone Real Estate Partners	Current
	Blackstone Real Estate Partners (Offshore) VII.F-NQ L.P.	Closed
	Blackstone Real Estate Partners (Offshore) VII.TE.1-8-NQ L.P.	Closed
	Blackstone Real Estate Partners (Offshore) VII-NQ L.P.	Closed
	Blackstone Real Estate Partners Europe IV-NQ L.P.	Closed
	Blackstone Real Estate Partners Europe VII	Current
	Blackstone Real Estate Partners Limited	Closed
	Blackstone Singapore Pte. Ltd.	Former
	Blackstone Strategic Capital Holdings LP	Current
	Blackstone Strategic Opportunity Fund	Current
	Blackstone Strategic Partners	Closed
	Blackstone Tactical Opportunities Advisors LLC	Former
	Blackstone Tactical Opportunities Fund LP	Former
	Bruce McEvoy	Current
	Kush Patel	Current
	Medline Industries, Inc.	Former
	Prakash A. Melwani	Former
	The Blackstone Group International Partners LLP	Current
	Vikram Suresh	Former
Medline Industries Inc.	Hellman & Friedman LLC	Current
	Stephen H. Ensley	Former

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Mercy Health Accountable Care Organization	Bon Secours Mercy Health Inc.	Closed
Method Products Inc.	S.C. Johnson & Son, Inc.	Current
Microlife USA Inc.	Morgan Stanley	Current
Morgan Stanley Investment Management Inc.	Morgan Stanley & Co.	Current
	Morgan Stanley & Co. LLC	Current
	Morgan Stanley Asia Limited	Current
	Morgan Stanley Infrastructure Inc.	Current
	Morgan Stanley Infrastructure Partners	Current
	Morgan Stanley Investment Management Limited	Current
	Morgan, Stanley & Co.	Current
MidOcean Credit Partners	MidOcean Partners, LP	Current
	Ted Virtue	Former
MUFG Bank Ltd.	Mitsubishi UFJ Financial Group, Inc.	Former
	MUFG Securities Americas Inc.	Current
	MUFG Union Bank, N.A.	Current
National Union Insurance Co.	National Union Fire Insurance Company of Pittsburgh, PA	Current
Natrol LLC	Matthew Holt	Current
	New Mountain Capital	Current
Nature Made - Pharmavite	Otsuka U.S.	Current
New York, State of, Department of Finance	New York State Courts Access to Justice Program	Current
New York, State of, Employment Taxes		
New York, State of, Sales Tax		
New York, State of, Tax Department		
Nextech NE LLC	Adam Abramson	Current
	ARES Holdings LLC	Closed
	Audax Capital	Current
	Audax Credit BDC Inc.	Closed
	Audax Direct Lending Solutions Fund L.P.	Current
	Audax Group	Current
	Audax Mezzanine Fund V LP	Current
	Audax Private Equity Fund II, L.P.	Current
	Audax Private Equity Fund III, L.P.	Current
	Audax Private Equity Fund IV, L.P.	Current
	Audax Private Equity Junior Capital Fund LP	Closed

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	CMS Group Holdings, LP	Closed
	CMS Mechanical Services LLC	Closed
Nomura Corporate Research & Asset Management Inc.	Nomura Corporate Funding Americas LLC	Current
Sunstar Americas Inc.	Nomura Securities International, Inc.	Current
North Rock Insurance Co. Ltd.	Continental Casualty Company	Current
Nutrabolt	Manish Patel	Closed
Obsidian Insurance Co.	Genstar Capital Partners LLC	Current
Oklahoma, State of	Oklahoma Tax Commission	Closed
Oliver Wyman Inc.	Oliver Wyman Inc.	Current
Option Care Inc. Walgreens Drug Stores	Option Care Health Inc.	Current
Pacific Gas & Electric Co.	Pacific Gas and Electric Company	Former
Pantherx Specialty Pharmacy	Atlantic Park Capital Partners, L.P. General Atlantic Service Co. LP	Current Closed
Pantherx Specialty Pharmacy	The Vistria Group	Closed
Parfums De Coeur Ltd.	Christopher J. Baldwin	Current
	CVC Advisers Company (Luxembourg) S.à r.l.	Former
	CVC Advisers Limited	Current
	CVC Asia Pacific Limited	Current
	CVC Credit Partners, LLC	Current
	CVC European Equity V Limited	Current
Pennsylvania, Commonwealth of, Department of Revenue	Office of the General Counsel of Pennsylvania	Current
Pennsylvania, Commonwealth of, Unemployment Compensation Fund	Office of the Governor of Pennsylvania	Current
	Office of the Secretary of State of Pennsylvania	Current
	Pennsylvania, Commonwealth of, Office of the Secretary	Closed
PGIM Inc. Prudential Insurance, The	PGIM Luxembourg SA	Current
PharmScript of IL LLC PharmScript of IN LLC PharmScript of MD LLC PharmScript of OH LLC	Pharmscript Holdco LLC	Current
PNC Bank PNC Bank NA	The PNC Financial Services Group, Inc.	Closed

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Post Consumer Brands LLC	Post Holdings Partnering Corporation	Closed
Premier Nutrition Co.	Post Holdings, Inc.	Current
Powerhouse Retail Services LLC	Lincolnshire Management, Inc.	Current
	Powerhouse Intermediate, LLC	Former
PPL Electric Utilities	LS Power Equity Advisors, LLC	Current
Prestige Brands Inc.	Prestige Brands, Inc.	Closed
PricewaterhouseCoopers LLP	PricewaterhouseCoopers LLP	Current
	PricewaterhouseCoopers LLP Ontario	Former
	Rachel Jonas	Current
PSEG Long Island	Public Service Enterprise Group Inc.	Current
Public Service Electric & Gas Co.		
Puget Sound Energy	Alberta Investment Management LP	Former
Puget Sound Energy	PGGM	Current
	PGGM Vermogensbeheer BV	Current
	Stichting Depositary PGGM Infrastructure Funds	Current
Puget Sound Energy	OCP Asia (Hong Kong) Limited	Current
	OCP Asia Limited	Closed
Pwnhealth LLC	Everly Health, Inc.	Current
Qualitas Manufacturing Inc.	Prospect Partners, LLC	Current
Qualtrics LLC	Canada Pension Plan Investment Board	Current
	CPP Investment Board	Current
	CPPIB Asia Inc.	Current
	CPPIB Canada Inc.	Current
RBC Capital Markets LLC	RBC Capital Markets Corporation	Current
RBC Global Asset Management Inc.	RBC Wealth Management	Current
S.C. Johnson & Son Inc.	S.C. Johnson & Son, Inc.	Current
Sun Bum LLC		
Sams East & West	Walmart Inc.	Current
Walmart Inc.	Wal-Mart Stores Texas LLC	Closed
SAP America Inc.	SAP National Security Services Inc.	Current
Save Mart Supermarkets	Alexander Wolf	Former
	EF Hutton	Current
	Kingswood Capital Management, LLC	Current
	Save Mart Supermarkets LLC	Current
Scopes Facility Services LLC	WestBridge Fund Managers Ltd.	Current
Senderra Rx Pharmacy	Senderra Rx Specialty Pharmacy	Current

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Sentry Data Systems Inc.	Sentry Data Systems, Inc.	Current
ServiceChannel.com Inc.	Fortive Corporation	Current
	Pacific Scientific Energetic Materials Company	Closed
Sharps Compliance Inc.	Aurora Capital Partners Fund VI	Closed
	Aurora Capital Partners Management L.P.	Current
Siemens Financial Services Inc.	Marc Buncher	Current
	Siemens AG	Former
	Siemens Capital Company LLC	Closed
	Siemens Convergence Creators Corporation	Closed
	Siemens Corporation	Current
	Siemens Corporation USA	Current
	Siemens Credit Warehouse, Inc.	Closed
	Siemens Demag Delaval Turbomachinery Inc.	Closed
	Siemens Electrical, LLC	Closed
	Siemens Energy Inc.	Current
	Siemens Financial, Inc.	Closed
	Siemens Fossil Services, Inc.	Closed
	Siemens Gamesa Renewable Energy SA	Current
	Siemens Gamesa Renewable Energy, Inc.	Current
	Siemens Generation Services Company	Closed
	Siemens Government Technologies, Inc.	Closed
	Siemens Healthcare Diagnostics Inc.	Closed
	Siemens Healthcare Diagnostics Ltd.	Closed
	Siemens Healthcare GmbH	Closed
	Siemens Healthcare Ltd.	Closed
	Siemens Healthineers AG	Former
	Siemens Industry Inc.	Current
	Siemens Industry Software Inc.	Current
	Siemens Medical Solutions USA, Inc.	Closed
	Siemens Molecular Imaging, Inc.	Closed
	Siemens Postal, Parcel & Airport Logistics LLC	Closed
	Siemens Power Generation Service Company, Ltd.	Closed
	Siemens Product Lifecycle Management Software Inc.	Closed
	Siemens Public, Inc.	Closed

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	Siemens USA Holdings, Inc.	Closed
	Siemens Wind Power, Inc.	Closed
Silver Point Capital LP	Silver Point Capital	Current
	Silver Point Capital LP	Current
Simon Property Group Inc.	Alexander A. Taubman	Current
	Taubman Centers, Inc., Independent Directors of the Board of Directors	Closed
Simply Good Foods USA Inc.	The Simply Good Foods Company	Current
SingleCare Services LLC	RxSense Group LLC	Current
Smucker Retail Foods Inc.	TruRoots, Inc.	Current
Southern Glazer's CA	Southern Glazer's Services LLC	Closed
	Southern Glazer's Wine and Spirits LLC	Closed
	Southern Glazer's Wine and Spirits of Texas II LLC	Closed
	Southern Glazer's Wine and Spirits of Texas LLC	Closed
	Southern Glazer's Wine and Spirits, LLC	Current
Stanley Access Technologies	Allegion plc	Current
Staples Inc.	Beijing Staples Commerce & Trade Co. Ltd. (China)	Former
Staples Technology Solutions	Essendant, Inc.	Current
	Hong Kong Staples Brands Ltd.	Current
	Jiangsu Staples Office Products Co. Ltd. (China)	Former
	Shenzhen Staples Commerce & Trade Co. Ltd. (China)	Former
	Staples (China) Investment Co. Ltd (Shanghai)	Former
	Staples (Shanghai) Company Limited (China)	Former
	Staples Argentina SA (Argentina)	Former
	Staples Asia Investments Ltd. (Cayman)	Former
	Staples Brands Consulting (Shenzhen) Co. Ltd.	Current
	Staples Brands Inc.	Current
	Staples Brands International Ltd.	Current
	Staples Brands Sales, LLC	Current
	Staples Brasil Comercio de Materials para Escritorio Ltda. (Brazil)	Former
	Staples Canada Holdings III, Inc.	Current
	Staples Canada Holdings, LLC	Current

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	Staples Canada ULC	Current
	Staples Connecticut LLC (DE)	Current
	Staples Contract & Commercial Inc.	Current
	Staples Cyprus Holdings L.P.	Current
	Staples Cyprus Holdings, Ltd.	Current
	Staples Cyprus Intermediary Holdings, Ltd.	Current
	Staples Dutch Management BV	Current
	Staples E-Commerce (Shanghai) Co. Limited (China)	Former
	Staples E-Commerce (Tianjin) Co., Ltd. (China)	Former
	Staples Europe Holdings GP	Current
	Staples Global Holdings, Ltd.	Current
	Staples Global Markets, Inc.	Current
	Staples GP, LLC	Current
	Staples Hong Kong Investments Limited (Hong Kong)	Former
	Staples Inc.	Closed
	Staples of Maryland LLC (DE)	Current
	Staples Procurement & Management Services PLC	Current
	Staples Project 2017, LLC	Current
	Staples Promotional Products Canada Ltd.	Current
	Staples Shared Service Center (Europe) II BVBA	Current
	Staples Shared Service Center, LLC	Current
	Staples Solutions BV	Current
	Staples Taiwan Branch	Former
	Staples Taiwan Corporation Limited (Cayman)	Former
	Staples the Office Superstore LLC	Current
	Staples Value, LLC (VA)	Current
	Staples Ventures, LLC	Current
	Staples, Inc.	Current
	Stefan Kaluzny	Current
	Sycamore Partners A LP	Current
	Sycamore Partners Associates Co-Invest LP	Current
	Sycamore Partners Associates Investments LP	Current
	Sycamore Partners Associates LP	Current

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	Sycamore Partners Associates-C LP	Current
	Sycamore Partners Co-Invest LLC	Current
	Sycamore Partners II, LP	Current
	Sycamore Partners III LP	Current
	Sycamore Partners LP	Current
	Sycamore Partners Management LP	Current
	Sycamore Partners Torrid LLC	Current
	The Staples Group, Inc.	Current
	USR Parent Inc.	Current
Starr International Co. Inc.	Starr Principal Holdings, LLC	Closed
Starstone Insurance Holdings Ltd.	Eagle Point Income Company Inc.	Current
Target Corp.	Target Corp.	Current
Tata Consultancy Services Ltd.	Tata Consultancy Services Ltd.	Current
TD Bank TD Bank NA	TD Securities Inc.	Closed
TPG Capital LP	Alex Gleser	Current
	TPG Asia VI SF Pte Ltd.	Closed
	TPG Capital BD LLC	Current
	TPG Capital LP	Current
	TPG Europe LLP	Current
	TPG Genpar VII Advisors LLC	Current
	TPG GenPar VII LP	Current
	TPG Global Infrastructure Partners LP	Closed
	TPG Global, LLC	Current
	TPG Group Holdings (SBS), L.P.	Current
	TPG Growth LLC	Current
	TPG Inc.	Current
	TPG Operating Group II LP	Current
	TPG Partners LLC	Current
	TPG Partners VII LP	Current
	TPG RE Finance 21 Ltd.	Former
	TPG RE Finance 6 LLC	Former
	TPG RE Finance 7 LLC	Former
	TPG RE Finance Trust CLO Sub-REIT Corp.	Former
	TPG RE Finance Trust CLO Sub-REIT Parent LLC	Former
	TPG RE Finance Trust HoldCo LLC	Former
	TPG RE Finance Trust, Inc.	Former

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	TPG Real Estate	Current
	TPG Real Estate Partners II, L.P.	Current
	TPG Rise Climate LP	Current
	TPG Sixth Street Partners LLC	Former
	TPG UK PRS JV SCSp	Current
Travelers Indemnity Co.	The Travelers Companies, Inc.	Current
Truist Bank	BB&T Insurance Holdings, Inc.	Current
	Truist Bank	Current
	Truist Financial Corporation	Current
UBS AG	Seema Khanna	Former
UBS Switzerland AG	UBS AG, Board of Directors	Current
	UBS AG, London Branch	Current
	UBS Asset Management (Americas) Inc.	Current
	UBS Asset Management Funds Limited	Current
	UBS Group AG	Current
	UBS Hedge Fund Solutions LLC	Current
	UBS International Infrastructure Fund II (A) LP	Former
	UBS International Infrastructure Fund II (B) LP	Former
	UBS International Infrastructure Fund II (C) LP	Former
	UBS Investment Bank	Current
	UBS O'Connor LLC	Current
	UBS Warburg	Current
Unfi	United Natural Foods, Inc.	Closed
University Hospitals Home Care Services	University of Wisconsin Hospitals and Clinics Authority Inc.	Current
Utah, State of	Utah Solicitor General	Current
UTZ Quality Foods LLC	Utz Brands Inc. (f/k/a Collier Creek Holdings)	Current
	Utz Quality Foods, LLC	Former
Verifone Inc.	Francisco Partners Consulting LLC	Current
	Francisco Partners GP Splitter, LLC	Current
	Francisco Partners II (Cayman) L.P.	Current
	Francisco Partners II, LP	Current
	Francisco Partners III (Cayman), L.P.	Current
	Francisco Partners III (Domestic AIV) Feeder, LLC	Current

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	Francisco Partners III (Domestic AIV), L.P.	Current
	Francisco Partners III LP	Current
	Francisco Partners IV, L.P.	Closed
	Francisco Partners IV-A, L.P.	Closed
	Francisco Partners Management, L.P.	Current
	Francisco Partners Parallel Fund II L.P.	Current
	Francisco Partners Parallel Fund III (Cayman), L.P.	Current
	Francisco Partners Parallel Fund III, L.P.	Current
	Verifone Systems, Inc.	Current
Verifone Inc.	British Columbia Investment Management Corp.	Current
Waste Management Inc.	WM Intermediate LLC	Current
	WM Parent Holding Company, LLC	Current
Wentworth Douglas Hospital	Mass General Brigham Incorporated	Closed
WFP Retail Co. LP	Alexander A. Taubman	Current
	BCP IV RTP Holdings Ltd.	Current
	BPR REIT Services LLC	Closed
	Brookfield Asset Management Inc.	Current
	Brookfield Asset Management, LLC	Current
	Brookfield Business Partners LP	Current
	Brookfield Capital Partners Ltd.	Closed
	Brookfield Infrastructure Debt Fund II LP	Current
	Brookfield Properties Development LLC	Closed
	Brookfield Renewable Partners LP	Closed
	Brookfield Special Investments LLC	Current
	BX CQP Target Holdco LLC	Current
	GFI Energy Group of Oaktree Capital Management	Current
	Matthew Wilson	Current
	Oaktree Acquisition Corp.	Closed
	Oaktree Acquisition Corp. II	Current
	Oaktree ATI Investors LP	Current
	Oaktree Capital Management LP	Current
	Oaktree Gardens OLP LLC	Closed
	Oaktree Gardens OLP SPV LP	Closed
	Oaktree Lending Partners (Unlevered) Corp.	Closed
	Oaktree Lending Partners Corporation	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Oaktree Maritime Finance Holdings XI Ltd.	Closed
	Oaktree Opportunities Fund XI Feeder (Cayman) LP	Current
	Oaktree Power Opportunities Fund IV (Parallel) LP	Current
	Oaktree Power Opportunities Fund IV LP	Current
	Oaktree Specialty Lending Corporation	Current
	Oaktree Strategic Credit	Closed
	Ronald N. Beck	Former
ZoomInfo Technologies Inc.	ZoomInfo Technologies LLC	Current
Confidential	Confidential	Confidential

EXHIBIT C

Sabatino Declaration

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*Proposed Co-Counsel to the Debtors and
Debtors in Possession*

*Proposed Co-Counsel to the Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

RITE AID CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 23-18993 (MBK)

(Jointly Administered)

**DECLARATION OF
THOMAS J. SABATINO IN SUPPORT OF THE DEBTOR'S
APPLICATION FOR THE ENTRY OF AN ORDER AUTHORIZING THE
RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE
DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF OCTOBER 15, 2023**

I, Thomas J. Sabatino, Executive Vice President and Chief Legal Officer, of Rite Aid Corporation being duly sworn, state the following under penalty of perjury:

¹ The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

1. I am the Executive Vice President and Chief Legal Officer of Rite Aid Corporation located at 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

2. I submit this declaration (this “Declaration”) in support of the *Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession Effective as of October 15, 2023* (the “Application”).² Except as otherwise noted, I have personal knowledge of the matters set forth herein.

The Debtors’ Selection of Counsel

3. The Debtors recognize that a comprehensive review process is necessary when selecting and managing chapter 11 counsel to ensure that bankruptcy professionals are subject to the same client-driven market forces, scrutiny, and accountability as professionals in non-bankruptcy engagements.

4. Ultimately, the Debtors retained Kirkland because of its extensive experience in corporate reorganizations, both out-of-court and under chapter 11 of the Bankruptcy Code. More specifically, Kirkland is familiar with the Debtors’ business operations and many of the potential legal issues that may arise in the context of these chapter 11 cases. I believe that Kirkland is both well qualified and uniquely able to represent the Debtor in these chapter 11 cases in an efficient and timely manner.

Rate Structure

5. In my capacity as Executive Vice President and Chief Legal Officer, I am responsible for supervising outside counsel retained by the Debtors in the ordinary course of business. Kirkland has informed the Debtors that its rates for bankruptcy representations are

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

comparable to the rates Kirkland charges for non-bankruptcy representations. As discussed below, I am also responsible for reviewing the statements regularly submitted by Kirkland and can confirm that the rates Kirkland charged the Debtors in the prepetition period are the same as the rates Kirkland will charge the Debtors in the postpetition period.

Cost Supervision

6. Pursuant to the Interim DIP Order,³ all the Debtors must furnish budget and variance reports biweekly, which include detail regarding the fees and expenses incurred in these chapter 11 cases by professionals proposed to be retained by the Debtors. As a retained professional, Kirkland's fees and expenses will be included in those reporting requirements. Moreover, the Debtors and Kirkland recognize that in the course of a large chapter 11 case like these chapter 11 cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Debtors and Kirkland. The Debtors further recognize that it is their responsibility to monitor closely the billing practices of their counsel to ensure the fees and expenses paid by the estate remain consistent with the Debtors' expectations and the exigencies of the chapter 11 cases. The Debtors will continue to review the statements that Kirkland regularly submits.

7. As they did prepetition, the Debtors will continue to bring discipline, predictability, client involvement, and accountability to the counsel fees and expenses reimbursement process. While every chapter 11 case is unique, these budgets will provide guidance on the periods of time involved the level of the attorneys and professionals that will

³ "Interim DIP Order" means the *Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief* [Docket No. 120].

work on various matters, and projections of average hourly rates for the attorneys and professionals for various matters.

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Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: November 22, 2023

Respectfully submitted,

/s/ Thomas J. Sabatino

Thomas J. Sabatino

Rite Aid Corporation

Executive Vice President and Chief Legal Officer